

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

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May 17, 1999 8:00 am
Secretary of State

05-17-1999 90051 050 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999	FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P28027 *✓OK*

1. Corporation Name
 NEWCOURT COMMERCIAL FINANCE CORPORATION

Principal Place of Business 2 GATEHALL DRIVE PARSIPPANY NJ 08852	Mailing Address 2 GATEHALL DRIVE PARSIPPANY NJ 08852
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
02/07/90

2. Principal Place of Business 21 2 GATEHALL DRIVE Suite, Apt. #, etc.	2a. Mailing Address 26 2 GATEHALL DRIVE Suite, Apt. #, etc.	4. FEI Number 22-3014356	Applied For Not Applicable
23 City & State PARSIPPANY, NJ	27 City & State PARSIPPANY, NJ	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
24 Zip 07054	25 Country	29 Zip 07054	30 Country

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FLORIDA 33324	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SEE ATTACHED SCHEDULE <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	SEE ATTACHED SCHEDULE <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowerers.

SIGNATURE: *Louis J. DeLoe* Date: *4/28/99* Daytime Phone #: *973-680-3500*

CR2E034 (11/98)

NEWCOURT COMMERCIAL FINANCE CORPORATION
LIST OF DIRECTORS
FEIN: 22-3014356

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NAME & TITLE	SOC. SEC. #	BUSINESS ADDRESS	RESIDENCE ADDRESS
DAVID F. BANKS	263-66-2947	2 Gatehall Drive Parsippany, NJ 07054	26 Chestnut Park Road Toronto, ON M4W1W6
BRADLEY D. NULLMEYER	462-731-076	2 Gatehall Drive Parsippany, NJ 07054	2 Stevens Road Mendham, NJ 07945
DANIEL A. JAUERNIG	472-938-562	181 Bay Street, Suite 3500 Toronto, ON M5J 2T3	48 Lawrence Crescent Toronto, ON M4N 1N2

NEWCOURT COMMERCIAL FINANCE CORPORATION
 LIST OF OFFICERS
 FEIN: 22-3014356

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NAME & TITLE	SOC. SEC. #	BUSINESS ADDRESS	RESIDENCE ADDRESS
STEVEN K. HUDSON <i>Chief Executive Officer</i>	456-320-456	181 Bay Street, Suite 3500 Toronto, ON M5J 2T3	10 Highland Avenue Toronto, Ontario Canada M4W 2A3
BRADLEY D. NULLMEYER <i>President</i>	462-731-076	2 Gatehall Drive Parsippany, NJ 07054	2 Stevens Road Mendham, NJ 07945
DANIEL A. JAUERNIG <i>Executive Vice President & Chief Financial Officer</i>	472-938-562	181 Bay Street, Suite 3500 Toronto, ON M5J 2T3	48 Lawrence Crescent Toronto, Ontario Canada M4N 1N2
JOHN J. CANNING <i>Executive Vice President & Chief Operating Officer - Business Finance</i>	044-32-4480	2 Gatehall Drive Parsippany, NJ 07054	35 Holy Lane Darien, CT 06820
DAVID D. MCKERROLL <i>Executive Vice President & Chief Operating Officer - Capital Markets</i>	465-198-802	181 Bay Street, Suite 3500 Toronto, ON M5J 2T3	57 St. Leonard's Crescent Toronto, Ontario Canada M4N 1K1
ROBERT J. INGATO <i>Executive Vice President</i>	156-54-4928	2 Gatehall Drive Parsippany, NJ 07054	11 Sweatwater Drive Randolph, NJ 07869
GLENN A. VOTEK <i>Executive Vice President & Treasurer</i>	136-52-5671	2 Gatehall Drive Parsippany, NJ 07054	7 Mountain Place Lebanon, NJ 08833-4107
BORDEN D. ROSIAK <i>Executive Vice President & Chief Operating Officer - Leasing Services</i>	426-201-935	2 Gatehall Drive Parsippany, NJ 07054	Penthouse 3C, Millenium Tower 101 West 67th Street New York, NY 10023
SARA R. McAULEY <i>Executive Vice President - Corporate Resources Officer</i>	322-54-2482	2 Gatehall Drive Parsippany, NJ 07054	18 Union Hill Road Denville, NJ 07834
MARK P. BROWER <i>Assistant Treasurer</i>	153-42-2206	2 Gatehall Drive Parsippany, NJ 07054	19 Larissa Lane Thornwood, NY 10594
JOHN G. JAKOLEV <i>Senior Vice President, Taxation</i>	434-625-950	181 Bay Street Toronto, Ontario M5J 2T3	292 Glencairn Avenue Toronto, Ontario Canada M5N 1T9
SCOTT J. MOORE <i>Senior Vice President, Legal, General Counsel and Secretary</i>	160-56-2515	2 Gatehall Drive Parsippany, NJ 07054	17 Laurelwood Drive Bernardsville, NJ 07952
WILLIAM C. CAREY <i>Assistant Secretary</i>	139-58-0086	2 Gatehall Drive Parsippany, NJ 07054	29 Oakley Avenue Summit, NJ 07901
FRANCIS X. CHAFFIOTTE <i>Assistant Secretary</i>	155-50-2186	2 Gatehall Drive Parsippany, NJ 07054	307 Classon Court Somerset, NJ 08873
JOHN C. CHOBOT <i>Assistant Secretary</i>	109-38-6806	2 Gatehall Drive Parsippany, NJ 07054	23 Laurel Hill Drive Randolph, NJ 07869
JOHN P. STEVENSON <i>Assistant Secretary</i>	426-095-049	181 Bay Street, Suite 3500 Toronto, Ontario M5J 2T3	57 Spruce Street Toronto, Ontario Canada M5J 2T3
ERIC MANDELBAUM <i>Assistant Secretary</i>	139-56-5475	2 Gatehall Drive Parsippany, NJ 07054	469 Northan Drive North Brunswick, NJ 08902
JOHN P. SIRICO II <i>Assistant Secretary</i>	133-40-0916	2 Gatehall Drive Parsippany, NJ 07054	71 Cardinal Street Pearl River, NY 10965
DOUGLAS P. TRUMP <i>Assistant Secretary</i>	195-36-5669	2 Gatehall Drive Parsippany, NJ 07054	15 Inwood Road Chatham, NJ 07928