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Apr 18 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P30722 (3)
1. Corporation Name
PREFCO V INC.



Principal Place of Business Mailing Address
C/O PITNEY BOWES CREDIT CORPORATION C/O PITNEY BOWES CREDIT CORPORATION
201 MERRITT SEVEN 201 MERRITT SEVEN
NORWALK CT 06856 NORWALK CT 06856

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip 28 Zip Country 29 Zip Country
24 25 29 30

3. Date Incorporated or Qualified 08/28/1990 3a. Date of Last Report 04/23/1996
4. FEI Number 06-1305151 Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 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

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

Signature, typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature required when reappointing)

DATE

12. OFFICERS AND DIRECTORS

TITLE CD
NAME HARVEY, GEORGE B.
STREET ADDRESS 201 MERRITT SEVEN
CITY-ST-ZIP NORWALK CT
TITLE D
NAME CRITELLI, MICHAEL J.
STREET ADDRESS 201 MERRITT SEVEN
CITY-ST-ZIP NORWALK CT
TITLE PD
NAME KISSNER, MATTHEW S.
STREET ADDRESS 201 MERRITT SEVEN
CITY-ST-ZIP NORWALK CT
TITLE VP
NAME MAARBJERG, MARY P.
STREET ADDRESS 201 MERRITT SEVEN
CITY-ST-ZIP NORWALK CT
TITLE V
NAME HUDSON, G. KIRK
STREET ADDRESS 201 MERRITT SEVEN
CITY-ST-ZIP NORWALK CT
TITLE V
NAME THEN, GEORGE J.
STREET ADDRESS 201 MERRITT SEVEN
CITY-ST-ZIP NORWALK CT

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

14. I do 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.

SIGNATURE: ✓

G. Kirk Hudson

G. Kirk Hudson 4/14/97 (203) 840-8000

CR2E034 (9/96)