SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.

FILED AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750). Jul 23 1998 8:00am PROFIT FLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham **ANNUAL REPORT** Secretary of State Secretary of State 1998 DIVISION OF CORPORATIONS DOCUMENT # P33222 (1)NATIONAL CANADA FINANCE CORP. Principal Place of Business Mailing Address 125 WEST 55TH STREET 125 WEST 55TH STREET NEW YORK NY 10019 NEW YORK NY 10019 DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 03/20/1991 2. Principal Place of Business 4. FEI Number Applied For 2a. Mailing Address 36-3563231 21 26 Not Applicable Suite, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired 22 27 Fee Required City & State City & State 6, Election Campaign Financing \$5.00 May Be 23 Added to Fees 28 Trust Fund Contribution Zip Country Zip Country 8. This corporation owes or has paid the current year intangible 24 29 30 Personal Property Tax due June 30. Yes 10. Name and Address of New Registered Agent 9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 81 1200 SOUTH PINE ISLAND ROAD 82 Street Address (P.O. Box Number is Not Acceptable) PLANTATION FL 33324 83 City Zip Code 85 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, it 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 reinstaling) 12. OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 13. CD TITLE 1.1 TITLE Change Addition DELETE Senior Vice President SMOCK, ROGER NAME 1.2 NAME Harvey L. Brooks 125 WEST 55TH STREET STREET ADDRESS 1.3 STREET ADDRESS 125 West 55th Street, 23rd Floor **NEW YORK NY 10019** CITY-ST-ZIF 1.4 CITY-ST-ZIP New York, NY 10019 TITI F DELETE 21 TITLE Change Addition RICHTER, JOHN NAME 2.2 NAME 125 WEST 55TH STREET 2 3 STREET ADDRESS STREET ADDRESS NEW YORK NY 10019 CITY-ST-ZIP 2.4 CITY-ST-ZIP TITLE DELETE 3.1 TITLE Change Addition GORAL, DONNA NAME 3.2 NAME 125 WEST 55TH ST STREET ADDRESS 3.3 STREET ADDRESS **NEW YORK NY** CITY-ST-ZIP 3.4 CITY-ST-ZIP TITLE 4.1 TITLE DELETE Change Addition DOSS, THOMAS 4.2 NAME NAME 125 WEST 55TH STREET 4.3 STREET ADDRESS STREET ADDRESS **NEW YORK NY 10019** 4.4 CITY-ST-ZIP CITY-ST-ZIP TITLE X DELETE 5.1 TITLE _ Change Addition SMITH, LEDYARD NAME 5.2 NAME 125 WEST 55TH ST STREET ADDRESS 5.3 STREET ADDRESS **NEW YORK NY** CITY-ST-ZIP 5.4 CITY-ST-ZIP 6.1 TITLE TITLE DELETE Change __ Addition BARRETT, DEAN NAME 6.2 NAME %125 W. 55TH STREET STREET ADDRESS 6.3 STREET ADDRESS

CITY-ST-ZIP

NEW YORK NY

in Block 12 or Block 13 if changed, or on an attachment with an address.

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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

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