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PROFIT  
CORPORATION  
ANNUAL REPORT  
1996



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

DOCUMENT # P33476 (3)

1. Corporation Name

BMW OF NORTH AMERICA, INC.



Principal Place of Business

Mailing Address

300 CHESTNUT RIDGE ROAD  
WOODCLIFF LAKE NJ 07675  
US

ATT: TAX DEPT.  
P.O. BOX 1227  
WESTWOOD NJ 07675-1227  
US

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

g. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM  
1200 S. PINE ISLAND ROAD  
PLANTATION FL 33324

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 or officer or director

Signature typed or printed name of registered agent or officer or director

DA

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PD [ ] DELETE

NAME DOOLAN, VICTOR H.  
STREET ADDRESS 300 CHESTNUT RIDGE ROAD  
CITY-ST-ZIP WOODCLIFF LAKE NJ

TITLE V [ ] DELETE

NAME SOMMER, DR. KARL  
STREET ADDRESS 300 CHESTNUT RIDGE ROAD  
CITY-ST-ZIP WOODCLIFF LAKE NJ

TITLE V [ ] DELETE

NAME RYAN, JAMES  
STREET ADDRESS 300 CHESTNUT RIDGE ROAD  
CITY-ST-ZIP WOODCLIFF LAKE NJ

TITLE T [ ] DELETE

NAME WENNER, ROBERT  
STREET ADDRESS 300 CHESTNUT RIDGE ROAD  
CITY-ST-ZIP WOODCLIFF LAKE NJ

TITLE V [ ] DELETE

NAME CAPOSSELA, PHILLIP  
STREET ADDRESS 300 CHESTNUT RIDGE ROAD  
CITY-ST-ZIP WOODCLIFF LAKE NJ

TITLE V [ ] DELETE

NAME DUENZL, HANS  
STREET ADDRESS 300 CHESTNUT RIDGE ROAD  
CITY-ST-ZIP WOODCLIFF LAKE NJ

1. TITLE [ ] Change [ ] Addition

12 NAME

13 STREET ADDRESS

14 CITY-ST-ZIP

2. TITLE [ ] Change [ ] Addition

22 NAME

23 STREET ADDRESS

24 CITY-ST-ZIP

3. TITLE [ ] Change [ ] Addition

32 NAME

33 STREET ADDRESS

34 CITY-ST-ZIP

4. TITLE [ ] Change [ ] Addition

42 NAME

43 STREET ADDRESS

44 CITY-ST-ZIP

5. TITLE [ ] Change [ ] Addition

52 NAME

53 STREET ADDRESS

54 CITY-ST-ZIP

6. TITLE [ ] Change [ ] Addition

62 NAME

63 STREET ADDRESS

64 CITY-ST-ZIP

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

J. Allen Henrici / Chief Tax Officer

4/9/96

(201) 307-4000

(30)

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|--------------------------------------------------------------------------------|
| <b>BMW of North America, Inc.</b><br><b>Schedule of Officers and Directors</b> |
|--------------------------------------------------------------------------------|

| OFFICER            | TITLE                          | ADDRESS                                        |
|--------------------|--------------------------------|------------------------------------------------|
| Victor H. Doolan   | President                      | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| Dr. Karl Sommer    | Executive V.P./Finance         | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| James J. Ryan      | Senior Vice President          | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| James McDowell     | V.P./Marketing                 | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| Hans Duenzl        | V.P./After Sales & Engineering | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| Philip Capossela   | Vice President/Motorcycles     | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| Axel Mees          | Vice President                 | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| Robert G. Wennemer | Treasurer                      | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| J. Allen Henrici   | Chief Tax Officer              | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| Dennis Helfman     | General Counsel & Secretary    | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| David Cordero      | Assistant Secretary            | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| Frances McCaffrey  | Assistant Secretary            | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675 |
| Linda Archer       | Assistant Secretary-Customs    | 1400 Highway 101 South, Greer SC 20652         |

| DIRECTOR             | TITLE                 | ADDRESS                                          |
|----------------------|-----------------------|--------------------------------------------------|
| Bernd Pischetsrieder | Chairman of the Board | Petuelring 130, BMW Haus, 8 Muenchen 40, Germany |
| Dr. Helmut Panke     | Director              | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675   |
| Victor H. Doolan     | Director              | 300 Chestnut Ridge Rd, Woodcliff Lake NJ 07675   |