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

PROFIT CORPORATION ANNUAL REPORT 1998

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

3. Date Incorporated or Qualified
04/08/1991

4. FEI Number
22-2139469 | Applied For | Not Applicable

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

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 owes or has paid the current year Intangible Personal Property Tax due June 30.   ☒ 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, type or printed name of registered agent and title if applicable   (NOTE: Registered Agent signature required when reinstating)   DATE

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**		1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE **V** ☐ DELETE NAME **SOMMER, DR. KARL** STREET ADDRESS **300 CHESTNUT RIDGE ROAD** CITY-ST-ZIP **WOODCLIFF LAKE NJ**		2.1 TITLE 2.2 NAME **ADELBERGER, DR. WERNER** 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	☒ Change ☐ Addition
TITLE **V** ☐ DELETE NAME **RYAN, JAMES** STREET ADDRESS **300 CHESTNUT RIDGE ROAD** CITY-ST-ZIP **WOODCLIFF LAKE NJ**		3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE **T** ☐ DELETE NAME **MATSCHKE, RICHARD** STREET ADDRESS **300 CHESTNUT RIDGE ROAD** CITY-ST-ZIP **WOODCLIFF LAKE NJ**		4.1 TITLE 4.2 NAME **MAYER, NORBERT** 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	☒ Change ☐ Addition
TITLE **V** ☐ DELETE NAME **CAPOSSELA, PHILLIP** STREET ADDRESS **300 CHESTNUT RIDGE ROAD** CITY-ST-ZIP **WOODCLIFF LAKE NJ**		5.1 TITLE 5.2 NAME **ROBINSON, EDWARD** 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	☒ Change ☐ Addition
TITLE **V** ☐ DELETE NAME **DUENZL, HANS** STREET ADDRESS **300 CHESTNUT RIDGE ROAD** CITY-ST-ZIP **WOODCLIFF LAKE NJ**		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	☐ Change ☐ Addition

CR2E034 (10/97)

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.

SIGNATURE: _____   Assistant Secretary Taxation   (201)307-4000