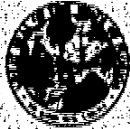


FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

**CORPORATION
ANNUAL REPORT
1995**



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

**APPROVED
AND
FILED**

95 MAY -1 PM 9:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P38397

(6)

1. Corporation Name

USLI FLEET FINANCING, INC.

Principal Place of Business

**733 FRONT STREET
SAN FRANCISCO CA 94111
US**

Mailing Address

**733 FRONT ST MS 220
SAN FRANCISCO CA 94111
US**

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified

04/14/1992

3a. Date of Last Report

04/27/1994

2. Principal Place of Business

21 733 Front Street

Suite, Apt. #, etc.

22

City & State

23 San Francisco, CA

Zip

24 94111

Country

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City & State

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Zip

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Country

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City & State

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Zip

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Country

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City & State

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Zip

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City & State

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Zip

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Country

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City & State

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Zip

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Country

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City & State

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Zip

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Country

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City & State

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9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.,
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 the # applicable

(NOTE: Registered Agent signature required when resigning)

DATE

12. OFFICERS AND DIRECTORS

TITLE	C
NAME	DUFF, JAMES G
STREET ADDRESS	733 FRONT STREET
CITY - ST - ZIP	SAN FRANCISCO CA
TITLE	VS
NAME	MEZEY, PETER
STREET ADDRESS	733 FRONT STREET
CITY - ST - ZIP	SAN FRANCISCO CA
TITLE	V
NAME	KEYES, ROBERT A.
STREET ADDRESS	733 FRONT STREET
CITY - ST - ZIP	SAN FRANCISCO CA
TITLE	T
NAME	HAUSE, JOHN H
STREET ADDRESS	733 FRONT STREET
CITY - ST - ZIP	SAN FRANCISCO CA
TITLE	AVP
NAME	SHORT, RONALD J
STREET ADDRESS	709 OAKDALE AVE
CITY - ST - ZIP	CORTE MA
TITLE	D
NAME	DUFF, JAMES G.
STREET ADDRESS	733 FRONT STREET
CITY - ST - ZIP	SAN FRANCISCO CA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	☐ Change ☐ Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	Sr. VP ☒ Change ☐ Addition
2.2 NAME	HENRY LERNER
2.3 STREET ADDRESS	733 Front Street
2.4 CITY - ST - ZIP	San Francisco, CA 94111
3.1 TITLE	☐ Change ☐ Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	☐ Change ☐ Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	Asst. Secretary ☒ Change ☐ Addition
5.2 NAME	LLOYD MASUKAWA
5.3 STREET ADDRESS	733 Front Street
5.4 CITY - ST - ZIP	San Francisco, CA 94111
6.1 TITLE	☐ Change ☐ Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 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 110.07(3)(b), 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:

Lloyd Masukawa
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Lloyd Masukawa, Asst. Secty.

4/19/95 (415) 627-9438

Date

Daytime Phone