

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

FILED
Mar 10 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P39936 (0)
1. Corporation Name
FIAT FINANCE U.S.A., INC.

Principal Place of Business 375 PARK AVENUE, SUITE 2703 NEW YORK NY 10152	Mailing Address FORD NEW HOLLAND, INC 500 DILLER AVE ATTN: TAX DEPT NEW HOLLAND PA 17557 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date incorporated or Qualified 08/05/1992	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 22-3097876		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country	29 Country	30		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH 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	
85 Zip Code		FL	

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 reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	SD FRNASARI, FRANCO	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	375 PARK AVENUE	1.2 NAME	
STREET ADDRESS	NEW YORK NY	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	PD GIOVANNI, MAGGIORA	2.1 TITLE	President/Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	375 PARK AVE.	2.2 NAME	Camillo Rossotto
STREET ADDRESS	NEW YORK NY	2.3 STREET ADDRESS	375 Park Avenue
CITY-ST-ZIP		2.4 CITY-ST-ZIP	New York, NY 10152
TITLE	SD HRDLICKA, RICHARD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	375 PARK AVENUE	3.2 NAME	
STREET ADDRESS	NEW YORK NY	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	V BORRESEN, A.J.	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	375 PARK AVE.	4.2 NAME	
STREET ADDRESS	NEW YORK NY	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	T ZACCARIA, VITO	5.1 TITLE	Treasurer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	375 PARK AVE	5.2 NAME	Andrea Varase
STREET ADDRESS	NEW YORK NY	5.3 STREET ADDRESS	375 Park Avenue
CITY-ST-ZIP		5.4 CITY-ST-ZIP	New York, NY 10152
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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; 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:

Andrea Varase

2-18-98

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CR2E034 (10/97)