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May 17, 1999 8:00 am
Secretary of State

05-17-1999 90027 032 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # *P97000017395*

1. Corporation Name

LEASE ASSET MANAGEMENT, INC.

Principal Place of Business

Mailing Address

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
2/21/97

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 5217 Coconut Creek Pkwy.	26 11825 N. Pennsylvania St.	65-0734379	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required
22	27 Dept. A2A	<input type="checkbox"/>	
City & State	City & State	6. Election Campaign Financing	\$5.00 May Be Added to Fees
23 Margate, FL	28 Carmel, IN	<input type="checkbox"/>	
Zip Country	Zip Country	8. This corporation owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
24 33063 25 US	29 46032 30 US		

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

R.K. Kennon Jones, Esq.
5217 Coconut Creek Pkwy.
Margate, FL 33063

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 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	<input type="checkbox"/> DELETE	11 TITLE	PD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		12 NAME	Dyer, William B.
STREET ADDRESS		13 STREET ADDRESS	5217 Coconut Creek Pkwy.
CITY-ST-ZIP		14 CITY-ST-ZIP	Margate, FL 33063
TITLE	<input type="checkbox"/> DELETE	21 TITLE	COBD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		22 NAME	Larkin, James J.
STREET ADDRESS		23 STREET ADDRESS	11825 N. Pennsylvania Street
CITY-ST-ZIP		24 CITY-ST-ZIP	Carmel, IN 46032
TITLE	<input type="checkbox"/> DELETE	31 TITLE	VPSD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		32 NAME	Combs, Andrew S.
STREET ADDRESS		33 STREET ADDRESS	745 Fifth Avenue, Suite 2700
CITY-ST-ZIP		34 CITY-ST-ZIP	New York, NY 10151
TITLE	<input type="checkbox"/> DELETE	41 TITLE	VPT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		42 NAME	Haseley, Timothy W.
STREET ADDRESS		43 STREET ADDRESS	11825 N. Pennsylvania Street
CITY-ST-ZIP		44 CITY-ST-ZIP	Carmel, IN 46032
TITLE	<input type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 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 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, with all other like empowered.

SIGNATURE:

James J. Larkin James J. Larkin

4/23/99

(317)817-6000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime phone #

CR2E034 (11/98)

553465-90027-32

Lease Asset Management, Inc.

P97000017395

OFFICERS and DIRECTORS

Name and Address

Office

William B. Dyer
5217 Coconut Creek Pkwy.
Margate, FL 33063

Director, President
and Chief Executive Officer

James J. Larkin
11825 N. Pennsylvania Street
Carmel, IN 46032

Director and Chairman
of the Board

Andrew S. Combs
745 Fifth Avenue, Suite 2700
New York, NY 10151

Director, Vice President,
Chief Operating Officer
and Secretary

Timothy W. Haseley
11825 N. Pennsylvania Street
Carmel, IN 46032

Vice President, Chief
Financial Officer and
Treasurer