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Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # S61534 (1)
1. Corporation Name
U.S. TRUST COMPANY OF FLORIDA SAVINGS BANK



Principal Place of Business Mailing Address
132 ROYAL PALM WAY 132 ROYAL PALM WAY
PALM BEACH FL 33480 PALM BEACH FL 33480

DO NOT WRITE IN THIS SPACE

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

9. Name and Address of Current Registered Agent

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 4 applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE CD
NAME CALLAWAY, TROWBRIDGE, III
STREET ADDRESS 132 ROYAL PALM WAY
CITY-ST-ZIP PALM BEACH FL

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE VD
NAME CHMIEL, FELIX J.
STREET ADDRESS 132 ROYAL PALM WAY
CITY-ST-ZIP PALM BEACH FL

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE D
NAME LICKLE, GARRISON D.
STREET ADDRESS 777 S. FLAGLER DR., SUITE 500
CITY-ST-ZIP WEST PALM BEACH FL

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE D
NAME MAURER, JEFFREY S.
STREET ADDRESS 114 W. 47TH ST.
CITY-ST-ZIP NEW YORK NY

4.1 TITLE DIRECTOR
4.2 NAME MARIBETH S. RAHE
4.3 STREET ADDRESS 114 W. 47TH ST
4.4 CITY-ST-ZIP NEW YORK, NY 10036

TITLE D
NAME MCNAMARA, GERALDINE M.
STREET ADDRESS 114 WEST 47TH ST.
CITY-ST-ZIP NEW YORK NY

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE VD
NAME WEST, THURLOW A.
STREET ADDRESS 132 ROYAL PALM WAY
CITY-ST-ZIP PALM BEACH FL

6.1 TITLE REGIONAL PRESIDENT, D
6.2 NAME HOWARD E. WILSON
6.3 STREET ADDRESS 132 ROYAL PALM WAY
6.4 CITY-ST-ZIP PALM BEACH FL 33480

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.

CR2E034 (10/97)