

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

**FILED**

**Apr 29 1997 8:00am  
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 812869**  
 1. Corporation Name  
**XEROX CORPORATION**

Principal Place of Business <b>800 LONG RIDGE ROAD STAMFORD, CT 06904-1600</b>	Mailing Address <b>P.O. Box 1600 STAMFORD CT 06904-1600</b>
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified <b>6/14/1958</b>	3a. Date of Last Report <b>4/96</b>
4. FEI Number <b>16-0468020</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent  
**PRENTICE-HALL CORPORATION SYSTEM, INC.  
 110 NORTH MAGNOLIA STREET  
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent  
 81 Name  
 82 Street Address (P.O. Box Number is Not Acceptable)  
**600002161166**  
**-05/01/97--01010--016**  
 83 City  
**\*\*\*165.00** **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 familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE: \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition

D/C/P <b>PAUL A. ALLAIRE</b> <b>800 LONG RIDGE ROAD</b> <b>STAMFORD CT 06904-1600</b>	
V/I/S <b>E. MARGIE FILTER</b> <b>800 LONG RIDGE ROAD</b> <b>STAMFORD CT 06904-1600</b>	
V <b>RUSSELL Y. OKASAKO</b> <b>800 LONG RIDGE ROAD</b> <b>STAMFORD CT 06904-1600</b>	
D <b>RALPH S. LARSEN</b> <b>ONE JOHNSON &amp; JOHNSON PLAZA</b> <b>NEW BRUNSWICK NJ 08933</b>	
D <b>JOHN E. PEPPER</b> <b>ONE PROCTOR &amp; GAMBLE PLAZA</b> <b>CINCINNATI OH 45202</b>	
D <b>YOTARO KOBAYASHI</b> <b>2-17-22 AKASAKA, MINATO-KU</b> <b>TOKYO 107, JAPAN</b>	

14. I do 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, changed, or on an attachment with an address.

SIGNATURE: *Russell Y. Okasako* **RUSSELL Y. OKASAKO** **4/11/97** **203-968-3779**  
 SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Day:me Phone #

CR2E034 (9/96)