

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

FILED

**Apr 27 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 # 812869
1. Corporation Name
XEROX CORPORATION

Principal Place of Business 800 LONG RIDGE ROAD STAMFORD, CT 06904-1600	Mailing Address P.O. BOX 1600 STAMFORD, CT. 06904-1600
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 6/14/1958	
2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
4. FEI Number 16-0468020	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$9.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <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, FLORIDA 32301**

10. Name and Address of New Registered Agent

81. Name	
82. Street Address (P.O. Box Number is Not Acceptable)	000002501200
83. Date	04/27/98--01052--034
84. City	FL 05 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D/C <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	PAUL A. ALLAIRE
1.3 STREET ADDRESS	800 LONG RIDGE ROAD
1.4 CITY-ST-ZIP	STAMFORD, CT 06904-1600
2.1 TITLE	V/T/S <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	E. MARGIE FILTER
2.3 STREET ADDRESS	800 LONG RIDGE ROAD
2.4 CITY-ST-ZIP	STAMFORD, CT 06904-1600
3.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	RUSSELL Y. OKASAKO
3.3 STREET ADDRESS	800 LONG RIDGE ROAD
3.4 CITY-ST-ZIP	STAMFORD, CT 06904-1600
4.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	RALPH S. LARSEN
4.3 STREET ADDRESS	ONE JOHNSON & JOHNSON PLAZA
4.4 CITY-ST-ZIP	NEW BRUNSWICK, NJ 08933
5.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	JOHN E. PEPPER
5.3 STREET ADDRESS	ONE PROCTOR & GAMBLE PLAZA
5.4 CITY-ST-ZIP	CINCINNATI, OH 45202
6.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	YOTARO KOBAYASKI
6.3 STREET ADDRESS	2-17-22 AKASAKA, MINATO-KU
6.4 CITY-ST-ZIP	TOKYO 107, JAPAN

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.

SIGNATURE: *Russell Y. Okasako* **Russell Y. Okasako** **4/20/98** **(203) 968-3779**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (10/97)