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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **812869**

1. Corporation Name
XEROX CORPORATION



Principal Place of Business Mailing Address
800 LONG RIDGE ROAD P.O. BOX 1600
STAMFORD CT 06904 STAMFORD CT 06904-1600

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

06/14/1958

4. FEI Number

16-0468020

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax.

Yes No

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

PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYES STREET
SUITE 105
TALLAHASSEE FL 32301

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 **DC** DELETE
 NAME **ALLAIRE, PAUL A**
 STREET ADDRESS **800 LONG RIDGE RD**
 CITY-ST-ZIP **STAMFORD CT 06904-1600**

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

TITLE **VTS** DELETE
 NAME **FILTER, E M**
 STREET ADDRESS **800 LONG RIDGE RD**
 CITY-ST-ZIP **STAMFORD CT 06904-1600**

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

TITLE **V** DELETE
 NAME **OKASAKO, RUSSELL Y**
 STREET ADDRESS **800 LONG RIDGE RD**
 CITY-ST-ZIP **STAMFORD CT 06904-1600**

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

TITLE **D** DELETE
 NAME **LARSEN, RALPH S**
 STREET ADDRESS **ONE JOHNSON AND JOHNSON PLAZA**
 CITY-ST-ZIP **NEW BRUNSWICK NJ 08933**

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

TITLE **D** DELETE
 NAME **PEPPER, JOHN E**
 STREET ADDRESS **ONE PROCTOR AND GAMBLE PLAZA**
 CITY-ST-ZIP **CINCINNATI OH 45202**

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

TITLE **D** DELETE
 NAME **KOBAYASKI, YOTARO**
 STREET ADDRESS **2-17-22 AKASAKA, MINATO-KU**
 CITY-ST-ZIP **TOKYO, JAPAN**

6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 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 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:

Russell Y Okasako
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Russell Y. Okasako

2/25/99

(203) 968-3779

Date

Daytime Phone #

CR2E034 (11/98)

189954, 90102, 41
#812869

XEROX CORPORATION -- SCHEDULE OF OFFICERS

January 20, 1999

Chairman of the Board, Chief Executive Officer and Chairman of the Executive Committee	Paul A.	Allaire	One Nylked Terrace, Rowayton, CT 06853
President and Chief Operating Officer	G. Richard	Thoman	28 Fox Run Lane, Greenwich, CT 06831
Executive Vice President, Industry Solutions Operations	William F.	Buehler	535 Smith Ridge Road, New Canaan, CT 06840
Executive Vice President, Business Group Operations	Allan E.	Dugan	56 Woodbury Place, Rochester, NY 14618
Executive Vice President; General Markets Operations	Anne M.	Mulcahy	235 Fencerow Drive, Fairfield, CT 06430
Executive Vice President; Deputy Executive Officer, Industry Solutions Operations	Carlos	Pascual	7 Ridge Road, Weston, CT 06883
Executive Vice President and Chief Financial Officer	Barry D.	Romeril	17 Thomas Place, Rowayton, CT 06853
Executive Vice President; Chairman and Chief Executive Officer, Xerox Financial Services, Inc.	Stuart B.	Ross	2 Pierway Landing, Westport, CT 06880
Senior Vice President; President, European Solutions Group, Industry Solutions Operations	Pierre	Danon	30 Boulevard Victor Hugo, Neuilly S/Seine 92200, France
Senior Vice President; President, North American Solutions Group, Industry Solutions Operations	Thomas J.	Dolan	22 Buckthorn Run, Victor NY 14564
Senior Vice President; President, Xerox Channels Group, General Markets Operations	James A.	Firestone	14 Meadow Drive - Rock Ridge, Greenwich, CT 06831
Senior Vice President, Business Group Operations	John A.	Lopiano	21 Merryhill Lane, Pittsford, NY 14534
Senior Vice President; President, Developing Markets Operations	Patrick J.	Martin	14 Creekside Lane, Rochester, NY 14618
Senior Vice President, Corporate Business Strategy & Development	Michael	Miron	569 Round Hill Road, Greenwich, CT 06831
Senior Vice President, Corporate Strategic Services, Business Group Operations	Alan R.	Monahan	340 Filbert Place, East Rochester, NY 14445
Senior Vice President and Chief Staff Officer	Hector J.	Motroni	44 Turkey Hill Road South, Westport, CT 06880
Senior Vice President, Xerox Research & Technology	Mark B.	Myers	37 Lakeview Avenue, New Canaan, CT 06840
Senior Vice President and General Counsel	Richard S.	Paul	584 Bartow Road, Fairfield, CT 06430
Senior Vice President, Industry Solutions Operations	Norman E.	Rickard	33 West Putnam Avenue, Apt. 2-H, Greenwich, CT 06830
Senior Vice President; President, Document Solutions Group, Industry Solutions Operations	Michael A.	Ruffolo	284 Hawks Hill Road, New Canaan, CT 06840
Senior Vice President; New Enterprises and Intellectual Property	Brian E.	Stern	One Pan Handle Lane, Westport, CT 06880
Vice President and Chief Information Officer	Gary M.	Banks	17 Harbor Drive, Darien, CT 06820
Vice President; General Manager, Xerox do Brasil, Developing Market Operations	Guilherme M.	Bettencourt	Rua Jose Pancetti, 350, Joa, Rio de Janeiro, RJ 22611-110, Brazil
Vice President and Chief Scientist, Palo Alto Research Center, Xerox Research & Technology	John Seely	Brown	1110 Waverly Street, Palo Alto, CA 94301
Vice President; Manufacturing Support, Corporate Strategic Services, Business Group Operations	Ursula M.	Burns	574 Hillside Avenue, Rochester, NY 14610
Vice President, Special Programs, Corporate Engineering Center, Xerox Research and Technology	Ronald B.	Campbell, Jr.	6 Brigden Lane, Pittsford, NY 14534
Vice President; Vice President Strategy and Group Support; Office Document Products Group, Business Group Opns	David T.	Erwin	33 Park Forest Drive, Pittsford, NY 14534
Vice President, External Affairs	J. Michael	Farren	710 South River Landing, Edgewater, MD 20137
Vice President and Chief Engineer, Corporate Engineering Center, Xerox Research and Technology	Anthony M.	Federico	664 Admiralty Way, Webster, NY 14580
Vice President, Treasurer and Secretary	E. Margie	Filter	12 Berndale Drive, Westport, CT 06880
Vice President and Controller	Philip D.	Fishbach	6 Split Rock Road, Pittsford, NY 14534
Vice President; President, Worldwide Customer Services Group, Industry Solutions Operations	Emerson U.	Fullwood	Four Kingsfield Drive, Pittsford, NY 14534

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XEROX CORPORATION -- SCHEDULE OF OFFICERS

date

#812869

Vice President and Chief Architect, Xerox Architecture Center, Xerox Research & Technology	Herve	Gallaire	25 Forest Street, #9B, Stamford, CT 06901
Vice President; Deputy Managing Director, European Solutions Group, Industry Solutions Operations	William R.	Goode	Lower Peppershill Farm, Westfield, Long Crendon, Buckinghamshire, HP19 9EW, England
Vice President; President, Production Systems Group, Business Group Operations	Anshoo S.	Gupta	30621 Calle De Suenos, Rancho Palos Verdes, CA 90275
Vice President; President, Office Document Products Group, Business Group Operations	Gilbert J.	Hatch	772 Admiralty Way, Webster, NY 14580
Vice President, Chief Technology Officer, Document Solutions Group, Industry Solutions Operations	John D.	Kavazanjian	Two Buckthorn Run, Victor, NY 14564
Vice President; President, Xerox Supplies Group, Business Group Operations	James H.	Lesko	116 Logan Road, New Canaan, CT 06840
Vice President; Chief Technology Officer, Business Group Operations	Rafik Omar	Loutfy	2182 Clayton Drive, Menlo Park, CA 94025
Vice President; President, North American General Markets Operations, General Markets Operations	Michael C.	MacDonald	Nine Sunrise Hill, Pittsford, NY 14534
Vice President, Business Group Operations	Julius L.	Marcus	75 Davenport Farm Lane East, Stamford, CT 06903
Vice President; Sen. Vice Pres. & Gen. Mgr, Eastern Cust Ops, No. Amer. Solutions Grp, Industry Solutions Ops.	Diane E.	McGarry	1476 East Avenue, Rochester, NY 14610
Vice President, Human Resources	Patricia M.	Nazemetz	134 Hunter Avenue, Sleepy Hollow, NY 10591
Vice President; Executive Chairman, Xerox Engineering Systems	Colin J.	O'Brien	P. O. Box 1544, 18486 Lago Vista, Rancho Santa Fe, CA 92067
Vice President, Taxes	Russell Y.	Okasako	34 Salem Road, Wilton, CT 06897
Vice President, Corporate Business Development, Corporate Business Strategy & Development	Paul A.	Ricci	421 Tennyson, Palo Alto, CA 94301
Vice President, Digital Imaging Technology Center, Xerox Research & Technology	Ronald E.	Rider	1335 Corinne Lane, Menlo Park, CA 94025
Vice President; Transition Team, Developing Market Operations	R. D.	Sachdev	70 Hartcroft Road, Stamford, CT 06903
Vice President, Integrated Supply Chain, Corporate Strategic Services, Business Group Operations	Shrawan K.	Singh	20 Widewater Lane, Pittsford, NY 14534
Vice President; Senior Vice President, Graphic Arts business, Document Solutions Group, Industry Solutions Ops	Frank D.	Steenburgh	47 Cobble Creek Road, Victor, NY 14564
Vice President; Sen Vice Pres, Operations and Chief of Staff, No. Amer. Solutions Grp, Industry Solutions Ops.	Joseph M.	Valenti	31 Sunrise Park, Pittsford, NY 14644
Vice President; Transition, Developing Market Operations	Alexander V.	Wasilov	308 Greenley Road, New Canaan, Ct 06840
Assistant Treasurer; Chief Investment Officer	Myra R.	Drucker	24 Wolfpits Road, Bethel, CT 06801
Assistant Controller	Daniel S.	Marchibroda	29 Grove Avenue, Madison, CT 06443
Assistant Treasurer	George R.	Roth	134 Sunny Ridge Road, Easton, CT 06612
Assistant Secretary; Associate General Counsel, Corporate, Finance, and Ventures	Martin S.	Wagner	21 Kellogg Drive, Wilton, CT 06897

Xerox Corporation
Schedule of Directors
January 20, 1999

189954-90100-41
#812869

<u>Director</u>	<u>Mailing Address</u>	<u>Home Address</u>
Paul A. Allaire	Xerox Corporation P.O. Box 1600 Stamford, CT 06904	One Nylked Terrace Rowayton, CT 06853
B. R. Inman	Suite 500 701 Brazos Street Austin, TX 78701	3200 Riva Ridge Road, Austin, TX 78746 NY: 250 E. 54th Street, Apt. 18F, New York, NY 10022
Antonia Johnson	Axel Johnson AB P. O. Box 26008 - Villagatan 6 Stockholm S-100 41, Sweden	Lovsta Gard 2-194 91 Upplands Vasby, Sweden
Vernon E. Jordan, Jr.	Akin, Gump, Strauss, Hauer & Feld, L.L.P. 1333 New Hampshire Ave. NW, Suite 400 Washington, DC 20036	2940 Benton Place N. W. Washington, DC 20008
Yotaro Kobayashi	Fuji Xerox Co., Ltd. 2-17-22 Akasaka, Minato-ku Tokyo 107, Japan	14-16, Kakinokizaka 2-chome Meguro-ku Tokyo 152 Japan
Hilmar Kopper	Deutsche Bank AG Tanusanlage 12 Frankfurt 60262, Germany	Im Bruehl 26 D-61476 Kronberg/Ts. 1, Germany
Ralph S. Larsen	Johnson & Johnson One Johnson & Johnson Plaza New Brunswick, NJ 08933	740 Smoke Hollow Trail Franklin Lakes, NJ 07417
George J. Mitchell	Verner, Liipfert, Bernhard, McPherson and Hand 901 15th Street NW, Suite 700 Washington, DC 20005	231 C Street NE Washington, DC 20002 NY: 1965 Broadway, Apt. 19B, New York, NY 10023
N. J. Nicholas, Jr.	Suite 19F, 45 W. 67th Street New York, NY 10023	88 Central Park West, #8N New York, NY 10023
John E. Pepper	Procter & Gamble Co. One Procter & Gamble Plaza Cincinnati, OH 45202	233 Oliver Road Wyoming, OH 45215
Patricia F Russo	Lucent Technologies 600 Mountain Ave., Room 61C326 Murray Hill, NJ 07974	21 Charlotte Hill Drive Bernardsville, NJ 07924
Martha R. Seger	Martha R. Seger Financial Group, Inc. 220 Park Avenue Birmingham, MI 48009	1195 Rolling Hills Drive Bloomfield, MI 48302
Thomas C. Theobald	William Blair Capital Partners, L.L.C. Suite 3300, 222 West Adams Street Chicago, IL 60606-5312	2430 Lakeview Avenue Chicago, IL 60614
G. Richard Thoman	Xerox Corporation P. O. Box 1600 Stamford, CT 06904	28 Fox Run Lane Greenwich, CT 06831