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Mar 25 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 # 824258 (8)

1. Corporation Name
HAMPSHIRE FUNDING, INC.

Principal Place of Business ONE GRANITE PLACE CONCORD NEW HAMPSHIRE 03301	Mailing Address ONE GRANITE PLACE CONCORD NEW HAMPSHIRE 03301
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 03/20/1970	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country
4. FEI Number 02-0277842	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent	
				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	
				84 City	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 _____ (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	P ANGARELLA, RONALD R 22 PEPIN DRIVE BOW NH 03304	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	P/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPS CHARLES C. CORNELIO 14 LESNYK ROAD GOFFSTOWN NH 03045	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	VP <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V HARDIMAN, CAROL, R LANE RD CHICHESTER NH	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T WESTON, JOHN A. 15 MERRIMACK STREET CONCORD NH	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AVP TOUMPAS, MARY 5 MIDLAND AVENUE CONCORD NH 03301	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS LEASE, SHARI J 37 NO. CURTISVILLE RD. CONCORD OH 03301	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition

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: *Shari J. Lease* Secretary **3/18/98 (603)226-5000**

CF2E034 (10/97)

Hampshire Funding, Inc.
One Granite Place
Concord, New Hampshire 03301

Board of Directors
January 1, 1998

Ronald R. Angarella
22 Pepin Drive
Bow, NH 03304

Dennis R. Glass
3 Loch Ridge Ct.
Greensboro, NC 27408

E.J. Yelton
304 St. Lauren Dr.
Greensboro, NC 27401

Hampshire Funding, Inc.
One Granite Place
Concord, New Hampshire 03301

Officers

February 15, 1998

President	Ronald R. Angarella 22 Pepin Drive Bow, NH 03304
Vice President, Administration	Carol R. Hardiman Lane Road Chichester, NH 03263
Vice President	Charles C. Cornelio 14 Lesnyk Road Goffstown, NH 03045
Vice President and Assistant Secretary	Robert A. Reed Six Seabrook CT. Greensboro, NC 27455
Vice President	Russell C. Simpson 6002 Early Trail Summerfield, NC 27358
Assistant Secretary	J. Gregory Poole 100 N. Greene Street Greensboro, NC 27401
Assistant Secretary	Thomas H. Elwood 28 Christmas Tree Circle Bedford, NH 03110
Assistant Vice President, Due Diligence	W. Thomas Boulter 3 Middlebury Street Concord, NH 03301
Secretary	Shari J. Lease 37 No. Curtisville Rd. Concord, NH 03301
Treasurer	John A. Weston 15 Merrimack Street Concord, NH 03301

Assistant Treasurer

Donna Wilbur
112 School Street
Concord, NH 03301

Training/Education Officer

Lisa S. Clifford
4 Surrey Coach Lane
Bow, NH 03304

Vice President, Marketing

David K. Booth
281 Main Street
Hopkinton, NH 03229

Marketing Officer

K. Jay Salamy
479 Pembroke Street
Pembroke, NH 03275

Marketing Officer

David Armstrong
614 Alton Woods Dr.
Concord, NH 03301

Regional Marketing Officer

Daniel R. Reed
552 Armstrong Road
Lansing, MI 48911

Investment Operations
Officer

Michael F. Murray
6 Morgan Drive
Bow, NH 03304