

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

FILED
May 07 1997 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
 1997



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

DOCUMENT # P24711 (4)
 1. Corporation Name
THE CIT GROUP/SALES FINANCING, INC.



Principal Place of Business
**650 CIT DRIVE
 LIVINGSTON NJ 07039**

Mailing Address
**650 CIT DRIVE
 LIVINGSTON NJ 07039-5703**

3. Date Incorporated or Qualified **06/13/1989** 3a. Date of Last Report **05/01/1996**

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 13-6131491		Applied For Not Applicable	
21		26		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
22		27		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			
City & State		City & State					
23		28					
Zip		Country		Zip		Country	
24		25		29		30	

9. Name and Address of Current Registered Agent
**CY 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 **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 _____ (NOTE: Registered Agent signature required when resigning) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	EGAN, JAMES J., JR. ✓	1.2 NAME	
STREET ADDRESS	882 BURNT MILLS ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	BEDMINSTER NJ	1.4 CITY-ST-ZIP	
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAUERBAND, RICHARD ✓	2.2 NAME	
STREET ADDRESS	715 S. METROPOLITAN	2.3 STREET ADDRESS	
CITY-ST-ZIP	OKLAHOMA CITY OK	2.4 CITY-ST-ZIP	
TITLE	V	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VENI, GAETANO N ✓	3.2 NAME	
STREET ADDRESS	10 SANFORD RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	BUDD LAKE NJ	3.4 CITY-ST-ZIP	
TITLE	VP	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALKIRE, JOHN R ✓	4.2 NAME	
STREET ADDRESS	7225 NW 118	4.3 STREET ADDRESS	
CITY-ST-ZIP	OKLAHOMA CITY OK	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

List Attached

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 if changed, or on an attachment with an address.

CR2E034 (9/96)

88-1-1010-11 428697 (201) 710-5773

THE CIT GROUP/SALES FINANCING, INC.
DELAWARE
1-31-96

OFFICERS

<u>NAME</u>	<u>SOCIAL SECURITY</u>	<u>BUSINESS ADDRESS</u>
James J. Egan, Jr. President 41 Gatehouse Rd. Bedminster, NJ 07921	091-30-6982	650 CIT Drive Livingston, NJ 07039
Richard W. Bauerband Executive Vice President 30 Beech Ave. Madison, NJ 07940	010-42-3490	650 CIT Drive Livingston, NJ 07039
Gaetano N. Veni Executive Vice President 10 Sanford Rd. Budd Lake, NJ 07828	123-38-7292	650 CIT Drive Livingston, NJ 07039
Christine L. Reilly 1 Deer Path Rd. Berkeley Heights, NJ 07922 V.P., Treas. & Controller	122-46-8700	650 CIT Drive Livingston, NJ 07039
John R. Alkire Senior Vice President 2212 Wildwood Terr. Edmond, OK 73034	305-58-6827	715 S. Metropolitan Ave. Oklahoma City, OK 73124
Karen W. Cifrese Vice President 18110 Westview Wharton, NJ 07885	148-46-8904	650 CIT Drive Livingston, NJ 07039
James L. Cofer Vice President 38 Park Street Unit 8-A Florham Park, NJ 07932	554-48-8304	650 CIT Drive Livingston, NJ 07039
Fred E. Eddy Asst. Vice President 12121 Sierra Road Oklahoma City, OK 73162	234-56-8895	715 S. Metropolitan Ave. Oklahoma City, OK 73124
William J. Jesse Vice President 6212 Glenridge Charlotte, NC 28211	278-38-0550	5701 Executive Center Dr. Charlotte, NC 28211

DELAWARE
1-31-96
OFFICERS

<u>NAME</u>	<u>SOCIAL SECURITY</u>	<u>BUSINESS ADDRESS</u>
Roger L. Mannasmith Vice President 5795 Summit Drive Rocklin, CA 95677	545-64-0475	6324 Fair Oaks Blvd. Carmichael, CA 95608
Norman H. Rosen V.P., Sec'y, & General Counsel 64 Franklin Street Englewood, NJ 07631	058-30-8067	650 CIT Drive Livingston, NJ 07039
William L. Schumm Vice President RR 2 Box 943 Bloomsbury, NJ 08804	150-46-1764	650 CIT Drive Livingston, NJ 07039
Donald R. Smith Vice President 2304 Berryhill Circle Edmond, OK 73034	258-48-3033	715 S. Metropolitan Ave. Oklahoma City, OK 73124
Bronson M. Collins Asst. Vice President 1869 Eagles Rest Drive Apopka, FL 32712	410-52-1775	455 Douglas Avenue Altamonte Springs, FL 32714
Joseph N. Corona, Jr. Asst. Vice President 3006 Cricket Circle Edison, NJ 08820	475-84-9079	650 CIT Drive Livingston, NJ 07039
Winifred Law Asst. Vice President 12 Birchwood Lane Boonton Twp., NJ 07005	031-54-8219	650 CIT Drive Livingston, NJ 07039
Floyd W. Libby Asst. Vice President 130 Holly Drive Vincentown, NJ 08088	007-48-8383	4003F Greentree Executive Campus Marlton, NJ 08053
Marlon D. McKinney Asst. Vice President 11116 Northwest 111th Yukon, OK 73099	425-88-3987	715 S. Metropolitan Ave. Oklahoma City, OK 73124
Steven H. Michell Asst. Vice President 5800 East Lake Drive #730 Lisle, IL 60532	266-47-3490	2190 Gladstone Court Glendale Heights, IL 60139

DELAWARE
1-31-96

OFFICERS

<u>NAME</u>	<u>SOCIAL SECURITY</u>	<u>BUSINESS ADDRESS</u>
William G. Delaney Asst. V.P. & Asst. Controller 4B Beech Spring Drive Summit, NJ 07901	071-60-5064	650 CIT Drive Livingston, NJ 07039
Dee DeLuca Asst. V.P. 212 Bumgarner Avenue Norman, OK 73071	446-58-6533	715 S. Metropolitan Ave. Oklahoma City, OK 73124
Theresa Mastrobattista Asst. V.P. 1 Maugtaug Trail Andover, NJ 07821	145-64-2728	650 CIT Drive Livingston, NJ 07039
Corinne M. Taylor Asst. Sec. & Asst. Treas. 77 Colt Road Summit, NJ 07901	141-38-5313	650 CIT Drive Livingston, NJ 07039
Thomas A. Muscenti Asst. Secretary & Asst. Treasurer 2 Thompson Avenue Leonardo, NJ 07737	126-26-2541	1211 Ave. of the Americas New York, NY 10036
Kathleen Nassaney Attorney-In-Fact 43 Sherbrook Dr. Rockaway, NJ 07866	155-64-0531	650 CIT Drive Livingston, NJ 07039
Edward J. Kane Attorney-In-Fact 3 Alberta Dr. Middletown, NY 10940	100-40-8943	650 CIT Drive Livingston, NJ 07039
Peter W. Oselador Attorney-In-Fact 2 Heather Ln. West Milford, NJ 07480	141-62-8828	650 CIT Drive Livingston, NJ 07039

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1-31-96**

OFFICERS

<u>NAME</u>	<u>SOCIAL SECURITY</u>	<u>BUSINESS ADDRESS</u>
Allan J. Smedsrud Asst. Vice President 1949 Yorkshire Circle Lewisville, TX 75067	544-34-8265	2350 Valley View Lane, Suite 680 Dallas, TX 75381
George Romanello Vice President 210 Pelham Road New Rochelle, NY 10805	097-28-8324	650 CIT Drive Livingston, NJ 07039
David P. Thwaites Vice President 60 Woodcrest Dr. New Providence, NJ 07974	476-80-3168	650 CIT Drive Livingston, NJ 07039
Edgar C. Waller Vice President 221 Yorkshire Court Old Bridge, NJ 08837	515-46-6351	650 CIT Drive Livingston, NJ 07039
Kevin R. Walsh Asst. Vice President & Asst. Secretary 904 N. Broadway #42W Yonkers, NY 10701	133-50-0426	650 CIT Drive Livingston, NJ 07039
Robert J. Winstead Asst. Vice President 4403 Briarcrest Norman, OK 73072	444-40-9993	715 S. Metropolitan Ave. Oklahoma City, OK 73124
Ronnie G. Arrington Asst. Vice President 7124 N.W. 102th Street Oklahoma City, OK 73142	242-21-7437	715 S. Metropolitan Ave. Oklahoma City, OK 73124
Joseph F. Bane Asst. V.P. 2560 Cypress Avenue Norman, OK 73072	441-42-6201	715 S. Metropolitan Ave. Oklahoma City, OK 73124
Charles R. Coble Asst. V.P. 11212 Markwell Drive Oklahoma City, OK 73162	544-62-7714	715 S. Metropolitan Ave. Oklahoma City, OK 73124

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DIRECTORS

<u>NAME</u>	<u>SOCIAL SECURITY</u>	<u>BUSINESS ADDRESS</u>
James J. Egan, Jr. 41 Gatehouse Road Bedminster, NJ 07921	091-30-6982	650 CIT Drive Livingston, NJ 07039
Albert R. Gamper, Jr. 31 Northern Drive Short Hills, NJ 07078	071-34-8911	650 CIT Drive Livingston, NJ 07039
Joseph M. Leone 978 Arapaho Trail Franklin Lakes, NJ 07417	061-44-7207	650 CIT Drive Livingston, NJ 07039
William M. O'Grady 1006 Buckingham Way Yardley, PA 19067	201-30-7789	650 CIT Drive Livingston, NJ 07039
Thomas J. O'Rourke 37 Tanglewood Drive Summit, NJ 07901	354-30-4285	650 CIT Drive Livingston, NJ 07039
Joseph A. Pollicino 93 Summit Drive Manhasset, NY 11030	133-30-4399	1211 Ave. of the Americas New York, NY 10036
Christine L. Reilly 1 Deer Path Rd. Berkeley Heights, NJ 07922	122-46-8700	650 CIT Drive Livingston, NJ 07039
Norman H. Rosen 64 Franklin Street Englewood, NJ 07631	058-30-8067	650 CIT Drive Livingston, NJ 07039