

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

FILED
Jul 16 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 # 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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/13/1989	
21 Suite, Apt. #, etc.	22 City & State	23 Zip	24 Country	25	26
4. FEI Number 13-6131491		5. Certificate of Status Desired <input type="checkbox"/>		Applied For Not Applicable	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		8. \$8.75 Additional Fee Required \$5.00 May Be Added to Fees	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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	PD	<input type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	EGAN, JAMES J., JR.			1.2 NAME			
STREET ADDRESS	682 BURNT MILLS ROAD			1.3 STREET ADDRESS			
CITY-ST-ZIP	BEDMINSTER NJ			1.4 CITY-ST-ZIP			
TITLE	V	<input type="checkbox"/> DELETE		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	<input type="checkbox"/> DELETE		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	<input checked="" type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input checked="" 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	VP	<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	CIFRESE, KAREN W.			5.2 NAME			
STREET ADDRESS	18110 WESTVIEW			5.3 STREET ADDRESS			
CITY-ST-ZIP	WHARTON NJ			5.4 CITY-ST-ZIP			
TITLE	VP	<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	COFER, JAMES L.			6.2 NAME			
STREET ADDRESS	38 PARK ST UNIT A			6.3 STREET ADDRESS			
CITY-ST-ZIP	FLORHAM PARK NJ			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.

CR2E034 (10/97)

THE CIT GROUP/SALES FINANCING, INC.
 DELAWARE
 12-31-97

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
John R. Alkire Senior Vice President 2212 Wildwood Terr. Edmond, OK 73034	305-58-6827	715 S. Metropolitan Ave. Oklahoma City, OK 73124
Norman H. Rosen Sr. V.P., Sec'y, & General Counsel 64 Franklin Street Englewood, NJ 07631	058-30-8067	650 CIT Drive Livingston, NJ 07039
Vincent Mollica V.P., Treasurer & Controller 1208 Mohegan Road Manasquan, NJ 08736	145-54-6889	650 CIT Drive Livingston, NJ 07039
Ann Beroza V.P. & Asst. Sec'y 71 Woodfield Dr. Short Hills, NJ 07078	551-86-7386	650 CIT Drive Livingston, NJ 07039
Ernest J. Cicconi Vice President 31 Seven Oaks Circle Madison, NJ 07940	138-58-7263	650 CIT Drive Livingston, NJ 07039
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

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 DELAWARE
 12-31-97
 OFFICERS

<u>NAME</u>	<u>SOCIAL SECURITY</u>	<u>BUSINESS ADDRESS</u>
Fred E. Eddy 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
Roger L. Mannasmith Vice President 5795 Summit Drive Rocklin, CA 95677	545-64-0475	6324 Fair Oaks Blvd. Carmichael, CA 95608
George Romanello Vice President 210 Pelham Road New Rochelle, NY 10805	097-28-8324	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
David P. Thwaites Vice President 60 Woodcrest Dr. New Providence, NJ 07974	476-80-3168	650 CIT Drive Livingston, NJ 07039
Kevin R. Walsh Vice President & Asst. Secretary 904 N. Broadway #42W Yonkers, NY 10701	133-50-0426	650 CIT Drive Livingston, NJ 07039
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
Winifred Law Asst. Vice President 12 Birchwood Lane Boonton Twp., NJ 07005	031-54-8219	650 CIT Drive Livingston, NJ 07039

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OFFICERS

<u>NAME</u>	<u>SOCIAL SECURITY</u>	<u>BUSINESS ADDRESS</u>
Theresa Mastrobattista Asst. V.P. 1 Maugtaug Trail Andover, NJ 07821	145-64-2728	650 CIT Drive Livingston, NJ 07039
Steven H. Michell Asst. Vice President 5800 East Lake Drive #730 Lisle, IL 60532	266-47-3490	2190 Gladstone Court Glendale Heights, IL 60139
Robert J. Winstead Asst. Vice President 4403 Briarcrest Norman, OK 73072	444-40-9993	715 S. Metropolitan Ave. Oklahoma City, OK 73124
Corinne M. Taylor Asst. Sec. & Asst. Treas. 77 Colt Road Summit, NJ 07901	141-38-5313	650 CIT Drive Livingston, NJ 07039
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 70 Susan Lane Circleville, NY 10919	100-40-8943	650 CIT Drive Livingston, NJ 07039

THE CIT GROUP/SALES FINANCING, INC.
DELAWARE
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DIRECTORS

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Richard W. Bauerband Executive Vice President 30 Beech Ave. Madison, NJ 07940	010-42-3490	650 CIT Drive Livingston, NJ 07039
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