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Apr 17 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 # 822797 (7)

1. Corporation Name
COUNTRYWIDE HOME LOANS, INC.



Principal Place of Business 4500 PARK GRANADA BLVD. MAIL STOP CH-11 CALABASAS CA 91302	Mailing Address 4500 PARK GRANADA BLVD. MAIL STOP CH-11 CALABASAS CA 91302
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 05/15/1969	
4. FEI Number 13-2631719	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 type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYES ST.
 STE 105
 TALLAHASSEE FL 32301**

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 reinstating) DATE _____

12. OFFICERS AND DIRECTORS	
TITLE	S <input type="checkbox"/> DELETE
NAME	SAMUELS, SANDOR E
STREET ADDRESS	155 NORTH LAKE AVENUE
CITY-ST-ZIP	PASADENA CA
TITLE	D <input type="checkbox"/> DELETE
NAME	KURLAND, STANFORD L.
STREET ADDRESS	155 NORTH LAKE AVENUE
CITY-ST-ZIP	PASADENA CA
TITLE	PD <input type="checkbox"/> DELETE
NAME	MOZILO, ANGELO
STREET ADDRESS	155 NORTH LAKE AVENUE
CITY-ST-ZIP	PASADENA CA
TITLE	D <input type="checkbox"/> DELETE
NAME	LOEB, DAVID
STREET ADDRESS	155 NORTH LAKE AVENUE
CITY-ST-ZIP	PASADENA CA
TITLE	AS <input checked="" type="checkbox"/> DELETE
NAME	POE, PATRICIA I.
STREET ADDRESS	155 N. LAKE AVE.
CITY-ST-ZIP	PASADENA CA
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	Secretary <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Samuels, Sandor E
1.3 STREET ADDRESS	4500 Park Granada
1.4 CITY-ST-ZIP	Calabasas, CA 91302
2.1 TITLE	Director & President <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Kurland, Stanford L.
2.3 STREET ADDRESS	4500 Park Granada
2.4 CITY-ST-ZIP	Calabasas, CA 91302
3.1 TITLE	Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Mozilo, Angelo R.
3.3 STREET ADDRESS	4500 Park Granada
3.4 CITY-ST-ZIP	Calabasas, CA 91302
4.1 TITLE	Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Loeb, David S.
4.3 STREET ADDRESS	4500 Park Granada
4.4 CITY-ST-ZIP	Calabasas, CA 91302
5.1 TITLE	Assistant Secretary & EVP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Kelsey, Susan E.
5.3 STREET ADDRESS	4500 park Granada
5.4 CITY-ST-ZIP	Calabasas, CA 91302
6.1 TITLE	Treasurer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	McLaughlin, Thomas K
6.3 STREET ADDRESS	4500 Park Granada
6.4 CITY-ST-ZIP	Calabasas, CA 91302

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(b), 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 *[Handwritten Signature]* **SUSAN E. KELSEY** 4/17/98 818 225-3364

CR2E034 (10/97)

COUNTRYWIDE HOME LOANS, INC.
List of Officers and Directors

¹David S. Loeb
1720 Summer Place
Olympic Valley, CA 96146

Director

¹Angelo R. Mozilo
3059 Country Club Dr.
Glendale, CA 91208

Chairman, CEO & Director

¹Stanford L. Kurland
6005 William Bent Road
Hidden Hills, CA 91302

President, COO & Director

¹Thomas H. Boone
29627 Ridgeway Drive
Agoura Hills, CA 91301

Managing Director/Portfolio Services

¹Marshall M. Gates
1526 El Rito
Glendale, CA 91208

Managing Director/Developing Markets

¹Sandor E. Samuels
17527 Embassy Drive
Encino, CA 91316

Managing Director, Legal, General Counsel &
Secretary

¹Kevin W. Bartlett
2724 Fleur Drive
San Marino, CA 91108

Managing Director/ Secondary Markets

¹David Sambol
23807 Long Valley Road
Hidden Hills, CA 91302

Managing Director/Capital Markets

³Sidney Lenz
2728 Sylvan Way
McKinney, TX 75070

Managing Director

Countrywide Home Loans, Inc.

¹Andrew S. Bielanski 8005 Gonzaga Avenue Los Angeles, CA 90045	Managing Director/Marketing
²Richard De Leo 469 Innwood Road Simi Valley, CA 93065	Managing Director, Loan Administration
¹Richard S. Lewis 21211 Tulsa St. Chatsworth, CA 91311	Managing Director, Administration and Chief Administrative Officer
¹Gregory A. Lumsden 12322 Viewcrest Rd Studio City, CA 91604	Managing Director, Loan Origination
¹Eric Sieracki 3761 Berry Dr. Studio City, CA 91604	Managing Director, Corporate Finance & Communications
¹Jeffrey Speakes 120 Alfred Dr. Claremont, CA 91711	Managing Director, Strategic Planning & Risk Management
¹Jeremy V. Gross 23852 Pacific Coast Highway Malibu, CA 90265	Managing Director Technology and Chief Technology Officer
¹Thomas Keith McLaughlin 1336 Lynnmere Drive Thousand Oaks, CA 91360	Managing Director and Chief Financial Officer
¹Susan E. Kelsey 3818 Benedict Canyon Drive Sherman Oaks, CA 91423	Sr. Vice President/Asst General Counsel/Asst. Sect.
¹Anne McCallion 1313 N. Dubonnet Ct. Agoura, CA 91301	Managing Director, Human Resources

¹Business Address is 4500 Park Granada, Calabasas, CA 91302

²Business Address is 400 Countrywide Way, Simi Valley, CA 93065

³Business Address is 6400 Legacy Drive, Plano, TX 75024