

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

**FILED**  
**Apr 03 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 828349 (1)**  
 1. Corporation Name  
**FIRST AMERICAN TITLE INSURANCE COMPANY**



Principal Place of Business <b>114 EAST FIFTH STREET SANTA ANA CA 92701-1699</b>	Mailing Address <b>114 EAST FIFTH STREET SANTA ANA CA 92701-1699</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>07/21/1972</b>	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number <b>95-2566122</b>	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
24	Country	29	Country	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				10. Name and Address of New Registered Agent	
<b>FLORIDA INSURANCE COMMISSIONER                  THE CAPITOL BLDG.                  TALLAHASSEE FL 32301</b>				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City

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	<b>PD</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>KENNEDY, PARKER S.</b>	1.2 NAME	
STREET ADDRESS	<b>114 E. 5TH ST.</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SANTA ANA, CA 92701</b>	1.4 CITY-ST-ZIP	
TITLE	<b>VS</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ARNESSEN, MARK R</b>	2.2 NAME	
STREET ADDRESS	<b>114 E FIFTH ST</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>SANTA ANA CA</b>	2.4 CITY-ST-ZIP	
TITLE	<b>TD</b> <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>KLEMENS, THOMAS A</b>	3.2 NAME	<b>Chief Financial Officer</b>
STREET ADDRESS	<b>114 E FIFTH ST</b>	3.3 STREET ADDRESS	<b>Max O. Valdes</b>
CITY-ST-ZIP	<b>SANTA ANA, CA 92701</b>	3.4 CITY-ST-ZIP	<b>114 E. Fifth Street</b>
TITLE	<b>D</b> <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>CHATHAM, J. DAVID</b>	4.2 NAME	
STREET ADDRESS	<b>11095 HOUZE ROAD, STE 200</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>ROSWELL GA</b>	4.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>DOUGLAS, LEWIS W., JR.</b>	5.2 NAME	
STREET ADDRESS	<b>1776 LINCOLN ST S410</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>DENVER CO</b>	5.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>DAVIS, WILLIAM G.</b>	6.2 NAME	
STREET ADDRESS	<b>PO BOX 270 NA - STE 3000 IBM TOWER</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>TORONTO, CANADA</b>	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.

SIGNATURE: *Mark R Arnesen* Mark R Arnesen 3/31/98 (714) 558-3211

CR2E034 (10/97)

**OFFICERS AND DIRECTORS  
(Continued)**

<b>Title</b>	<b>Director</b>	
<b>Name</b>	<b>George L. Argyros</b>	
<b>Address</b>	<b>949 South Coast Drive, Suite 600</b>	
<b>City, State Zip</b>	<b>Costa Mesa, CA 92626</b>	
<b>Title</b>	<b>Director</b>	
<b>Name</b>	<b>Gary J. Beban</b>	
<b>Address</b>	<b>10 S. LaSalle Street, Suite 2600</b>	
<b>City, State Zip</b>	<b>Chicago, IL 60603</b>	
<b>Title</b>	<b>Director</b>	
<b>Name</b>	<b>Philip B. Branson</b>	
<b>Address</b>	<b>7833 Haskell Ave.</b>	
<b>City, State Zip</b>	<b>Van Nuys, CA 91406</b>	
<b>Title</b>	<b>Director</b>	
<b>Name</b>	<b>James L. Doti</b>	
<b>Address</b>	<b>333 North Glassell</b>	
<b>City, State Zip</b>	<b>Orange, CA 92666</b>	
<b>Title</b>	<b>Director</b>	
<b>Name</b>	<b>Paul B. Fay, Jr.</b>	
<b>Address</b>	<b>3766 Clay Street</b>	
<b>City, State Zip</b>	<b>San Francisco, CA 94118</b>	
<b>Title</b>	<b>Director</b>	
<b>Name</b>	<b>Dale F. Frey</b>	
<b>Address</b>	<b>One Gorham Island</b>	
<b>City, State Zip</b>	<b>Westport, CN 06880-9944</b>	
<b>Title</b>	<b>Director/Chairman</b>	
<b>Name</b>	<b>D.P. Kennedy</b>	
<b>Address</b>	<b>114 East Fifth Street</b>	
<b>City, State Zip</b>	<b>Santa Ana, CA 90271</b>	
<b>Title</b>	<b>Director</b>	<b>Change</b>
<b>Name</b>	<b>Thomas A. Klemens</b>	
<b>Address</b>	<b>114 E. Fifth Street</b>	
<b>City, State Zip</b>	<b>Santa Ana, CA 92701</b>	

**Title** Director  
**Name** John W. Long  
**Address** 150 Second Avenue North, Suite 1600  
**City, State Zip** Saint Petersburg, FL 33701

**Title** Director  
**Name** Anthony R. Moiso  
**Address** 28811 Ortega Highway  
**City, State Zip** San Juan Capistrano, CA 92675

**Title** Director  
**Name** Rudolph J. Munzer  
**Address** 401 East Ocean Blvd., Suite 501  
**City, State Zip** Long Beach, CA 90802

**Title** Director  
**Name** Frank O'Bryan  
**Address** 2955 Main Street  
**City, State Zip** Irvine, CA 92614

**Title** Director  
**Name** James M. Orphanides  
**Address** 228 East 45th Street  
**City, State Zip** New York, NY 10017-3303

**Title** Director  
**Name** Roslyn B. Payne  
**Address** 50 California Street  
**City, State Zip** San Francisco, CA 94111

**Title** Director  
**Name** Virginia Ueberroth  
**Address** P.O. Box 100  
**City, State Zip** Laguna Beach, CA 92652-0100

**Title** Director **Addition**  
**Name** D. Van Skilling  
**Address** 505 City Parkway, West  
**City, State Zip** Orange, CA 92868

**Title** Director/Executive Vice President  
**Name** Gary L. Kermott  
**Address** 114 East Fifth Street  
**City, State Zip** Santa Ana, CA 92701