

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

FILED
May 02 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 853737 (5)

1. Corporation Name
FOOTHILL CAPITAL CORPORATION



Principal Place of Business 11111 SANTA MONICA BLVD. STE 1500 LOS ANGELES CA 90025	Mailing Address 11111 SANTA MONICA BLVD. STE 1500 LOS ANGELES CA 90025-3349
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 08/12/1982	3a. Date of Last Report 04/19/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 95-2689288	Applied For <input type="checkbox"/> Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	30. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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. City	
		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's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	NICKOLL, JOHN F	1.2 NAME	VS Kevin D. Gary
STREET ADDRESS	11111 SANTA MONICA BLVD.	1.3 STREET ADDRESS	11111 Santa Monica Blvd., #1500
CITY-ST-ZIP	LOS ANGELES, CA 00000	1.4 CITY-ST-ZIP	Los Angeles, CA 90025
TITLE	VD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HILTON, DAVID C.	2.2 NAME	
STREET ADDRESS	11111 SANTA MONICA BLVD.	2.3 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA	2.4 CITY-ST-ZIP	
TITLE	VS <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JORDAN, HENRY K.	3.2 NAME	
STREET ADDRESS	11111 SANTA MONICA BLVD.	3.3 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA	3.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHWAB, PETER E.	4.2 NAME	
STREET ADDRESS	11111 SANTA MONICA BLVD.	4.3 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA	4.4 CITY-ST-ZIP	
TITLE	VT <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DAHL, KENT	5.2 NAME	
STREET ADDRESS	11111 SANTA MONICA BLVD	5.3 STREET ADDRESS	
CITY-ST-ZIP	LOS ANGELES CA	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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	

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.

SIGNATURE _____

CR2E034 (9/96)