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Feb 11 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 # F95000003757 (0)

1. Corporation Name
SOUTHERN PACIFIC FUNDING CORPORATION



Principal Place of Business
1 CENTERPOINTE DR
SUITE 500
LAKE OSWEGO OR 97035
US

Mailing Address
1 CENTERPOINTE DR
SUITE 500
LAKE OSWEGO OR 97035-8615
US

3. Date Incorporated or Qualified 08/03/1995
3a. Date of Last Report 05/01/1996
4. FEI Number 33-0636924
Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip
24 Country

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip
29 Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE DCEO DELETE
NAME SNAVELY, H W
STREET ADDRESS 20371 IRVINE AVE., #104
CITY-ST-ZIP SANTA ANA HEIGHTS CA 92707

TITLE P DELETE
NAME TOMKINSON, JOSEPH R
STREET ADDRESS 20371 IRVINE AVE., #104
CITY-ST-ZIP SANTA ANA HEIGHTS CA 92707

TITLE V DELETE
NAME LASTER, PAUL
STREET ADDRESS 20371 IRVINE AVE., #104
CITY-ST-ZIP SANTA ANA HEIGHTS CA 92707

TITLE VCFO DELETE
NAME POLLARD, EDWARD L
STREET ADDRESS 20371 IRVINE AVE., #104
CITY-ST-ZIP SANTA ANA HEIGHTS CA 92707

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE DELETE
NAME
STREET ADDRESS
CITY-ST-ZIP

1.1 TITLE P Change Addition
1.2 NAME ROBERT HOWARD
1.3 STREET ADDRESS ONE CENTERPOINTE DR, STE 500
1.4 CITY-ST-ZIP LAKE OSWEGO, OR 97035

2.1 TITLE V GFO Change Addition
2.2 NAME BARNEY BOY
2.3 STREET ADDRESS ONE CENTERPOINTE DR, STE 500
2.4 CITY-ST-ZIP LAKE OSWEGO, OR 97035

3.1 TITLE F Change Addition
3.2 NAME FRANK A. FRIEDING
3.3 STREET ADDRESS ONE CENTERPOINTE DR., STE 500
3.4 CITY-ST-ZIP LAKE OSWEGO, OR 97035

4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE Change Addition
6.2 NAME
6.3 STREET ADDRESS
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 in an attachment with an address.

SIGNATURE: *[Signature]* 2-3-97 (503) 684-4700
SIGNATURE AND TYPED OR PRINTED NAME OF FILING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)