

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

FILED
May 19 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	---

DOCUMENT # P10227 (7)
 1. Corporation Name
MDFC EQUIPMENT LEASING CORPORATION



Principal Place of Business 4080 LAKEWOOD BLVD 6TH FLOOR LONG BEACH CA 90808-1700 US	Mailing Address P. O. BOX 580 LONG BEACH CA 90801-0580 US
---	---

DO NOT WRITE IN THIS SPACE
 3. Date Incorporated or Qualified
05/27/1986

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
---	--

4. FEI Number 95-2801432	Applied For <input type="checkbox"/> Not Applicable
6. 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

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 _____ (NOTE: Registered Agent's signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOTHERWAY, THOMAS I	1.2 NAME	
STREET ADDRESS	4080 LAKEWOOD BLVD., 6TH FLOOR	1.3 STREET ADDRESS	
CITY-ST-ZIP	LONG BEACH CA	1.4 CITY-ST-ZIP	
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VOGEDING, STEVEN W.	2.2 NAME	
STREET ADDRESS	4080 LAKEWOOD BLVD 6TH FLOOR	2.3 STREET ADDRESS	
CITY-ST-ZIP	LONG BEACH CA	2.4 CITY-ST-ZIP	
TITLE	Y	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DANDRIDGE, PHILLIP B.	3.2 NAME	
STREET ADDRESS	4080 LAKEWOOD BLVD 6TH FLOOR	3.3 STREET ADDRESS	
CITY-ST-ZIP	LONG BEACH CA	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NOVAK, STEPHEN J.	4.2 NAME	
STREET ADDRESS	4080 LAKEWOOD BLVD 6TH FLOOR	4.3 STREET ADDRESS	
CITY-ST-ZIP	LONG BEACH CA	4.4 CITY-ST-ZIP	
TITLE	VDS	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DRAFFIN, MICHAEL C.	5.2 NAME	
STREET ADDRESS	4080 LAKEWOOD BLVD., 6TH FLOOR	5.3 STREET ADDRESS	
CITY-ST-ZIP	LONG BEACH CA	5.4 CITY-ST-ZIP	
TITLE	VD	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ANDERSON, DANIEL O	6.2 NAME	
STREET ADDRESS	4080 LAKEWOOD BLVD	6.3 STREET ADDRESS	
CITY-ST-ZIP	LONG BEACH CA 90808-1700	6.4 CITY-ST-ZIP	

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOTHERWAY, THOMAS I	1.2 NAME	
STREET ADDRESS	4080 LAKEWOOD BLVD., 6TH FLOOR	1.3 STREET ADDRESS	
CITY-ST-ZIP	LONG BEACH CA	1.4 CITY-ST-ZIP	
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VOGEDING, STEVEN W.	2.2 NAME	
STREET ADDRESS	4080 LAKEWOOD BLVD 6TH FLOOR	2.3 STREET ADDRESS	
CITY-ST-ZIP	LONG BEACH CA	2.4 CITY-ST-ZIP	
TITLE	Y	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DANDRIDGE, PHILLIP B.	3.2 NAME	
STREET ADDRESS	4080 LAKEWOOD BLVD 6TH FLOOR	3.3 STREET ADDRESS	
CITY-ST-ZIP	LONG BEACH CA	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NOVAK, STEPHEN J.	4.2 NAME	
STREET ADDRESS	4080 LAKEWOOD BLVD 6TH FLOOR	4.3 STREET ADDRESS	
CITY-ST-ZIP	LONG BEACH CA	4.4 CITY-ST-ZIP	
TITLE	VDS	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DRAFFIN, MICHAEL C.	5.2 NAME	
STREET ADDRESS	4080 LAKEWOOD BLVD., 6TH FLOOR	5.3 STREET ADDRESS	
CITY-ST-ZIP	LONG BEACH CA	5.4 CITY-ST-ZIP	
TITLE	VD	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ANDERSON, DANIEL O	6.2 NAME	
STREET ADDRESS	4080 LAKEWOOD BLVD	6.3 STREET ADDRESS	
CITY-ST-ZIP	LONG BEACH CA 90808-1700	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 *[Signature]* 11-28-98 562-627-3000

CF2E034 (10/97)

ELC

MDFC Equipment Leasing Corporation

Board of Directors

Thomas J. Motherway

Daniel O. Anderson

Michael C. Draffin

Business Address

4060 Lakewood Blvd., 6th Fl, Long Beach, CA 90808-1700

4060 Lakewood Blvd., 6th Fl, Long Beach, CA 90808-1700

4060 Lakewood Blvd., 6th Fl, Long Beach, CA 90808-1700

Officers	Titles	
Thomas J. Motherway	President	4060 Lakewood Blvd., 6th Fl, Long Beach, CA 90808-1700
Dennis J. Crispin	Vice President	7755 E. Marginal Way South, MS 13-08, Seattle WA 98108
Steven W. Vogeding	Vice President-Chief Financial Officer	4060 Lakewood Blvd., 6th Fl, Long Beach, CA 90808-1700
Daniel O. Anderson	Vice President-Operations	4060 Lakewood Blvd., 6th Fl, Long Beach, CA 90808-1700
Stephen J. Novak	Vice President-Aircraft Finance	4060 Lakewood Blvd., 6th Fl, Long Beach, CA 90808-1700
Michael C. Draffin	Vice President-Taxes & Associate General Counsel and Secretary	4060 Lakewood Blvd., 6th Fl, Long Beach, CA 90808-1700
Maura R. Mizuguchi	Controller	4060 Lakewood Blvd., 6th Fl, Long Beach, CA 90808-1700
Roger A. Krone	Assistant Treasurer	7755 E. Marginal Way South, MS 13-08, Seattle WA 98108
Bryan E. Gerard	Assistant Treasurer	7755 E. Marginal Way South, MS 13-08, Seattle WA 98108
Richard L. Sartor	Assistant Treasurer	7755 E. Marginal Way South, MS 13-08, Seattle WA 98108
Ronald L. Yamamoto	Assistant Treasurer	7755 E. Marginal Way South, MS 13-08, Seattle WA 98108
Mark J. Frost	Assistant Treasurer	7755 E. Marginal Way South, MS 13-08, Seattle WA 98108
Robert B. Stone	Assistant Treasurer	7755 E. Marginal Way South, MS 13-08, Seattle WA 98108
Kathryn A. Brown	Assistant Secretary	7755 E. Marginal Way South, MS 13-08, Seattle WA 98108
Scott H. Hankins	Assistant Secretary	4060 Lakewood Blvd., 6th Fl, Long Beach, CA 90808-1700
Andrea J. Brantner	Assistant Secretary	7755 E. Marginal Way South, MS 13-08, Seattle WA 98108