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Apr 26, 1999 8:00 am
Secretary of State

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PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 343088

1. Corporation Name
AVCO PROFESSIONAL FUND, INC.



Principal Place of Business
600 ANTON BLVD.
COSTA MESA CA 92626-7147

Mailing Address
P.O. BOX 5011
COSTA MESA CA 92628
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/01/1995	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 95-2575949	Applied For 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	29	Country	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

UNITED STATES CORPORATION COMPANY
1201 HAYS STREET
SUITE 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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	SMITH, HERBERT F	
STREET ADDRESS	600 ANTON BLVD.	
CITY-ST-ZIP	COSTA MESA CA 92626-7147	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	FITE, GARY	
STREET ADDRESS	600 ANTON BLVD.	
CITY-ST-ZIP	COSTA MESA CA 92626-7147	
TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	SCHUTT, EUGENE R JR	
STREET ADDRESS	600 ANTON BLVD	
CITY-ST-ZIP	COSTA MESA CA 92626-7147	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	MARKS, J. H.	
STREET ADDRESS	600 ANTON BLVD.	
CITY-ST-ZIP	COSTA MESA CA 92626-7147	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	SOARES, L B	
STREET ADDRESS	600 ANTON BLVD.	
CITY-ST-ZIP	COSTA MESA CA 92626-7147	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	HITZEL, THOMAS G	
STREET ADDRESS	600 ANTON BLVD.	
CITY-ST-ZIP	COSTA MESA CA 92626-7147	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	THOMAS R. SLOVE	
1.3 STREET ADDRESS	250 CARPENTER FWY	
1.4 CITY-ST-ZIP	IRVING, TX 75062	
2.1 TITLE	VT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	JOHN F. HUGHES	
2.3 STREET ADDRESS	250 CARPENTER FWY.	
2.4 CITY-ST-ZIP	IRVING, TX 75062	
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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, with all other like empowered.

SIGNATURE: SIGNATURE REQUIRED: G. HITZEL

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4.15.99 (714) 435-1200

Date

Daytime Phone #

CR2E034 (1/1/98)