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Apr 21 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 # 847812 (5)

1. Corporation Name
SECURITY PACIFIC FINANCIAL SERVICES INC.

Principal Place of Business
10089 WILLOW CREEK ROAD
SAN DIEGO CA 92131

Mailing Address
10089 WILLOW CREEK ROAD.
#24400
SAN DIEGO CA 92131-1803
US



2. Principal Place of Business

2a. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

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

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PD
NAME WILSON, FAYE M
STREET ADDRESS 10089 WILLOW CREEK RD.
CITY-ST-ZIP SAN DIEGO CA

1.1 TITLE AT
1.2 NAME BARBARA CANNOLL
1.3 STREET ADDRESS 799 MARINET ST
1.4 CITY-ST-ZIP SAN FRANCISCO, CA 94134

TITLE D
NAME GUNN, GERALD M
STREET ADDRESS 555 CALIFORNIA ST
CITY-ST-ZIP SAN FRANCISCO CA

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE D
NAME JONES, JAMES G
STREET ADDRESS 555 CALIFORNIA ST.
CITY-ST-ZIP SAN FRANCISCO CA

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE T
NAME WILLIAMS, CAMERON E
STREET ADDRESS 10089 WILLOW CREEK RD.
CITY-ST-ZIP SAN DIEGO CA

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

TITLE V
NAME CHAN-SHAFFER, CLAUDIA
STREET ADDRESS 10089 WILLOW CREEK RD.
CITY-ST-ZIP SAN DIEGO CA

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

TITLE S
NAME SOROKIN, CHERYL A
STREET ADDRESS 555 CALIFORNIA ST.
CITY-ST-ZIP SAN FRANCISCO CA

6.1 TITLE
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 on an attachment with an address.

SIGNATURE:

SIGNATURE REQUIRED

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/9/97

(415) 622-1000

Daytime Phone # CONTACT

0603220

CP2E034 (9/96)