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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F41309

1. Corporation Name
WESTERN FINANCIAL CAPITAL CORPORATION



Principal Place of Business 4000 HOLLYWOOD BLVD. SUITE 435-S HOLLYWOOD FL 33021 US	Mailing Address 4000 HOLLYWOOD BLVD. SUITE 435-S HOLLYWOOD FL 33021 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 18111 Preston Rd. Suite, Apt. #, etc. Suite 600 City & State Dallas, TX Zip 75252 Country US	2a. Mailing Address 26 18111 Preston Rd. Suite, Apt. #, etc. Suite 600 City & State Dallas, TX Zip 75252 Country US
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3. Date Incorporated or Qualified 08/20/1981	4. FEI Number 63-0785825	Applied For <input type="checkbox"/> Not Applicable
5. 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 the current year intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
 1200 S. PINE ISLAND RD
 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	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 _____ DATE _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	GREENBERG, MARTHA R.	
STREET ADDRESS	UNDERWOOD RD AT 43 N HWY	
CITY-ST-ZIP	RUSSELLVILLE AL	
TITLE	DVS	<input type="checkbox"/> DELETE
NAME	ROSEMORE, LANCE B.	
STREET ADDRESS	4000 HOLLYWOOD BLVD., STE. 435-S	
CITY-ST-ZIP	HOLLYWOOD FL 33021	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ROSEMORE, FREDERIC M.	
STREET ADDRESS	4000 HOLLYWOOD BLVD., STE. 435-S	
CITY-ST-ZIP	HOLLYWOOD FL 33021	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HAMIL, THOMAS	
STREET ADDRESS	123 E. 95TH STREET	
CITY-ST-ZIP	NEW YORK NY 10128	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	ROSEMORE, ANDREW	
STREET ADDRESS	4000 HOLLYWOOD BLVD., STE. 435-S	
CITY-ST-ZIP	HOLLYWOOD FL 33021	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ROSEMORE, MARION	
STREET ADDRESS	4000 HOLLYWOOD BLVD., STE. 435-S	
CITY-ST-ZIP	HOLLYWOOD FL 33021	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Greenberg, Martha R.	
1.3 STREET ADDRESS	18111 Preston Rd. Ste. 600	
1.4 CITY-ST-ZIP	Dallas, TX 75252	
2.1 TITLE	DVS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Rosemore, Lance B.	
2.3 STREET ADDRESS	18111 Preston Rd. Ste 600	
2.4 CITY-ST-ZIP	Dallas, TX 75252	
3.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Rosemore, Frederic M.	
3.3 STREET ADDRESS	18111 Preston Rd. ste. 600	
3.4 CITY-ST-ZIP	Dallas, TX 75252	
4.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Hamill, Thomas	
4.3 STREET ADDRESS	18111 Preston Rd. Ste. 600	
4.4 CITY-ST-ZIP	Dallas, TX 75252	
5.1 TITLE	DP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	Rosemore, Andrew	
5.3 STREET ADDRESS	18111 Preston Rd. Ste 600	
5.4 CITY-ST-ZIP	Dallas, TX 75252	
6.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	Rosemore, Marian	
6.3 STREET ADDRESS	18111 Preston Rd, Ste 600	
6.4 CITY-ST-ZIP	Dallas, TX 75252	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), 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] DATE: 3/29/99
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E034 (1/1/98)