

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

FILED  
Feb 05 1998 8:00am  
Secretary of State

|   |   |   |
|---|---|---|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br><b>1998</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|---|---|---|

DOCUMENT # **F92000001019 (0)**

1. Corporation Name  
**GEL FINANCING, INC.**



|  |  |
|--|--|
| Principal Place of Business<br><b>100 CALIFORNIA STREET<br/>SUITE 500<br/>SAN FRANCISCO CA 94111-4529<br/>US</b> | Mailing Address<br><b>100 CALIFORNIA STREET<br/>SUITE 500<br/>SAN FRANCISCO CA 94111-4529<br/>US</b> |
|--|--|

DO NOT WRITE IN THIS SPACE

|   |  |  |  |  |  |
|---|--|--|--|--|--|
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country |  | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country   |  | 3. Date Incorporated or Qualified<br><b>01/08/1993</b>   |  |
| 4. FEI Number<br><b>95-3307888</b>  |  | Applied For<br><input type="checkbox"/> Not Applicable   |  | 5. Certificate of Status Desired <input checked="" type="checkbox"/> <b>\$8.75 Additional Fee Required</b> |  |
| 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/>                  |  | 7. This corporation owes or has paid the current year Intangible<br>Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  | 8. \$5.00 May Be Added to Fees   |  |

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.  
110 NORTH MAGNOLIA STREET  
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   | 85 Zip Code |
|         |   |    | <b>FL</b> |             |

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                      | <b>EVP</b>                                   | 1.1 TITLE   | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>COSTELLO, ROBERT L</b>                    | 1.2 NAME  |  |
| STREET ADDRESS             | <b>809 EAST LAS COLINAS BLVD, SUITE 1900</b> | 1.3 STREET ADDRESS                                    | <b>100 California St., Suite 500</b>   |
| CITY-ST-ZIP                | <b>IRVING TX</b>                             | 1.4 CITY-ST-ZIP                                       | <b>San Francisco, CA 94111</b>   |
| TITLE                      | <b>DST</b>                                   | 2.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>AINSWORTH, KENT</b>                       | 2.2 NAME  |  |
| STREET ADDRESS             | <b>100 CALIFORNIA ST STE 500</b>             | 2.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                | <b>SAN FRANCISCO CA</b>                      | 2.4 CITY-ST-ZIP                                       |  |
| TITLE                      | <b>AS</b>                                    | 3.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>BRUMMERSTEDT, CAROL</b>                   | 3.2 NAME  |  |
| STREET ADDRESS             | <b>100 CALIFORNIA ST STE 500</b>             | 3.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                | <b>SAN FRANCISCO CA</b>                      | 3.4 CITY-ST-ZIP                                       |  |
| TITLE                      | <b>PD</b>                                    | 4.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>ROSENSTEIN, IRWIN L</b>                   | 4.2 NAME  |  |
| STREET ADDRESS             | <b>100 CALIFORNIA ST STE 500</b>             | 4.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                | <b>SAN FRANCISCO CA</b>                      | 4.4 CITY-ST-ZIP                                       |  |
| TITLE                      |  | 5.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       |  | 5.2 NAME  |  |
| STREET ADDRESS             |  | 5.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                |  | 5.4 CITY-ST-ZIP                                       |  |
| TITLE                      |  | 6.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       |  | 6.2 NAME  |  |
| STREET ADDRESS             |  | 6.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                |  | 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 *Carol Brummerstedt* 1/25/97 445 774-2700

CR2E034 (10/97)