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FILED
Apr 27 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 # F95000004817 (1)

1. Corporation Name
ADVANTA FINANCE CORP.

Principal Place of Business
16875 W. BERNARDO DR.
SAN DIEGO CA 92127

Mailing Address
16875 W. BERNARDO DR.
SAN DIEGO CA 92127



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
10/05/1995

| | | | | | | | |
|--------------------------------|--|------------------------|--|---|--|--|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 4. FEI Number | | Applied For | |
| 21 Suite, Apt. #, etc. | | 26 Suite, Apt. #, etc. | | 23-2778991 | | 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 | | <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| 24 Country | | 29 Country | | 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. | | <input type="checkbox"/> Yes <input type="checkbox"/> No | |

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

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 | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|-------------------------|---|---|
| TITLE | PD | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | ANDERSON, GEORGE | 1.2 NAME | |
| STREET ADDRESS | 16875 W. BERNARDO DR. | 1.3 STREET ADDRESS | |
| CITY - ST - ZIP | SAN DIEGO CA 92127 | 1.4 CITY - ST - ZIP | |
| TITLE | V | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | MULLEN-BIANCHINI, MARIE | 2.2 NAME | |
| STREET ADDRESS | 16875 W. BERNARDO DR. | 2.3 STREET ADDRESS | |
| CITY - ST - ZIP | SAN DIEGO CA 92127 | 2.4 CITY - ST - ZIP | |
| TITLE | S | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | AGUIRRE, ANNETTE | 3.2 NAME | |
| STREET ADDRESS | 16855 W BERNARDO DR | 3.3 STREET ADDRESS | |
| CITY - ST - ZIP | SAN DIEGO CA | 3.4 CITY - ST - ZIP | |
| TITLE | D | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | RISEMAN, MILTON | 4.2 NAME | |
| STREET ADDRESS | 16855 W BERNARDO DR | 4.3 STREET ADDRESS | |
| CITY - ST - ZIP | SAN DIEGO CA | 4.4 CITY - ST - ZIP | |
| TITLE | VPT | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | DAHL, CHARLES | 5.2 NAME | |
| STREET ADDRESS | 16875 W BERNARDO DR | 5.3 STREET ADDRESS | |
| CITY - ST - ZIP | SAN DIEGO CA | 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:

Charles Dahl

4-14-98

CR2E034 (10/97)