

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

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Feb 18 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 # F95000005124 (1)	
1. Corporation Name PHOENIX WAREHOUSE, INC.	

Principal Place of Business 2401 KERNER BLVD SAN RAFAEL CA 94901	Mailing Address 2401 KERNER BLVD SAN RAFAEL CA 94901
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 State, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 State, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 10/20/1995 4. FEI Number 68-0342931 5. Certificate of Status Desired 6. Election Campaign Financing Trust Fund Contribution 7. This corporation owes or has paid the current year intangible Personal Property Tax due June 30.
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9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD 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 85 Zip Code
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11. Pursuant to the provisions of Sections 607.05(2) and 607.15(8), 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 607.05(5), Florida Statutes.

SIGNATURE _____ DATE _____

12. OFFICERS AND DIRECTORS TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 11 TITLE 12 NAME 13 STREET ADDRESS 14 CITY-ST-ZIP 21 TITLE 22 NAME 23 STREET ADDRESS 24 CITY-ST-ZIP 31 TITLE 32 NAME 33 STREET ADDRESS 34 CITY-ST-ZIP 41 TITLE 42 NAME 43 STREET ADDRESS 44 CITY-ST-ZIP 51 TITLE 52 NAME 53 STREET ADDRESS 54 CITY-ST-ZIP 61 TITLE 62 NAME 63 STREET ADDRESS 64 CITY-ST-ZIP
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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 application for 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 from an officer or director with an address.

SIGNATURE: _____ 1/22/98 415485-4500

CR2E034 (10/97)

Officers = Phoenix Receivables III, Inc.

Gus Constantin, President 2401 Kerner Blvd., San Raphael, Ca 94901
Howard Solovei Chief Financial Officer, Treasurer 2401 Kerner Blvd. San Rafael, Ca. 11/98
Gary Martinez, Sr. Vice President - 2401 Kerner Blvd., San Rafael, Ca 94901 - 11/98
Bryant Tong, Sr. Vice President, Financial Operations, 2401 Kerner Blvd. S.F. 94901 - 11/98
Cynthia E. Parks, Sr. V.P., General Counsel & Secy, -2401 Kerner Blvd., S.R. Ca 94901 - 11/98
Susan Ackerman, V.P. & Asst. Secy, 2401 Kerner Blvd., San Rafael, Ca. 94901 - 11/98
Glen McLaughlin, Vice President, 2401 Kerner Blvd., San Rafael, Ca. 94901 - 11/98
Lisa Olsen, Asst. V.P. & Assoc. Gen. Counsel, 2401 Kerner Blvd. S.R. Ca. 94901 - 11/98