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May 23 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 # F96000002029 (4)

1. Corporation Name

AAMES FUNDING CORPORATION

Principal Place of Business

3731 WILSHIRE BLVD
SUITE 1000
LOS ANGELES CA 90010

Mailing Address

3731 WILSHIRE BLVD
SUITE 1000
LOS ANGELES CA 90010-2898

- SEE ATTACHMENT -



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		04/24/1996			
22 City & State		27 City & State		4. FEI Number		Applied For	
23 Zip		28 Country		95-2622032		Not Applicable	
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DIRECTORS, PRINCIPAL OFFICERS AND 10% SHAREHOLDERS

<u>DIRECTORS/OFFICERS NAME AND TITLE</u>	<u>RESIDENCE ADDRESS & PHONE #</u>	<u>HOME OFFICE ADDRESS & PHONE #</u>
Gary K. Judis Chairman of the Board, Chief Executive Officer and President SS# 550-48-2481	806 N. Roxbury Drive Beverly Hills, CA 90210 (310) 271-1619	350 S. Grand Ave. 52nd Floor Los Angeles, CA 90071 (213) 640-5000
Gregory J. Witherspoon Executive Vice President - Finance, Chief Financial Officer and Director SS# 447-44-4109	10310 Walavista Road Los Angeles, CA 90064 (310) 839-9277	350 S. Grand Ave. 52nd Floor Los Angeles, CA 90071 (213) 640-5000
Cary H. Thompson Chief Operating Officer and Director SS# 545-92-1736	1944 Fairburn Avenue Los Angeles, CA 90025 (310) 474-4980	350 S. Grand Ave. 52nd Floor Los Angeles, CA 90071 (213) 640-5000
Bobbie J. Burroughs Executive Vice President, Secretary and Director SS# 547-46-8646	448 Frederic Street Burbank, CA 91505 (818) 846-8871	350 S. Grand Ave. 52nd Floor Los Angeles, CA 90071 (213) 640-5000
SHAREHOLDERS Aames Financial Corporation, a Delaware Corporation 100% ownership EIN #95-4340340	3731 Wilshire Blvd., #1000 Los Angeles, CA 90010	350 S. Grand Ave. 52nd Floor Los Angeles, CA 90071 (213) 640-5000

ATTACHMENT
AAMES FUNDING CORPORATION

Effective in May 1, 1997, Aames Funding Corporation's corporate headquarters will be located at:

350 S. Grand Avenue, 52nd Fl.
Los Angeles, CA 90071