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Mar 19 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 # F96000002575 (6)

1. Corporation Name

CLASSIC FINANCIAL CORPORATION

Principal Place of Business

17452 IRVINE BLVD SUITE 100
TUSTIN CA 92680

Mailing Address

17452 IRVINE BLVD SUITE 100
TUSTIN CA 92780-3031



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/22/1996		3a. Date of Last Report N/A	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 95-3296738		Applied For 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 Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

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
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 re-appointing)

DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PCT	DELETE		1.1 TITLE	Change	Addition	
NAME	PRICE, BURT W			1.2 NAME			
STREET ADDRESS	17452 IRVINE BLVD SUITE 100			1.3 STREET ADDRESS			
CITY-ST-ZIP	TUSTIN CA 92680			1.4 CITY-ST-ZIP			
TITLE	DV	DELETE		2.1 TITLE	Change	Addition	
NAME	CAMPBELL, SHARON			2.2 NAME			
STREET ADDRESS	17452 IRVINE BLVD SUITE 100			2.3 STREET ADDRESS			
CITY-ST-ZIP	TUSTIN CA 92680			2.4 CITY-ST-ZIP			
TITLE	S	DELETE		3.1 TITLE	Change	Addition	
NAME	PRICE, LESLEY A			3.2 NAME			
STREET ADDRESS	17452 IRVINE BLVD SUITE 100			3.3 STREET ADDRESS			
CITY-ST-ZIP	TUSTIN CA 92680			3.4 CITY-ST-ZIP			
TITLE		DELETE		4.1 TITLE	Change	Addition	
NAME				4.2 NAME			
STREET ADDRESS				4.3 STREET ADDRESS			
CITY-ST-ZIP				4.4 CITY-ST-ZIP			
TITLE		DELETE		5.1 TITLE	Change	Addition	
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-ST-ZIP				5.4 CITY-ST-ZIP			
TITLE		DELETE		6.1 TITLE	Change	Addition	
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				6.4 CITY-ST-ZIP			

14. I do 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 in an attachment with an address.

SIGNATURE: Lesley A. Price, LESLEY A. PRICE

CR2E034 (9/96)