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FILED
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 # F96000004509 (3)

1. Corporation Name
PHOENIX RECEIVABLES II, INC.

Principal Place of Business

2401 KERNER BLVD
SAN RAFAEL CA 94901

Mailing Address

2401 KERNER BLVD
SAN RAFAEL CA 94901



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

09/03/1996

4. FEI Number

68-0368692

Applied For
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be Added to Fees

8. This corporation owes or has paid the current year Intangible
Personal Property Tax due June 30.

Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

24

25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

29

30

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 607.07(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 607.09(5), Florida Statutes.

SIGNATURE

(Signature type for provisions of Chapter 607, Florida Statutes)

(Not a Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

PD
CONSTANTIN, GUS
2401 KERNER BLVD
SAN RAFAEL CA 94901

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

VTD
CHOKSI, PARTOSH K
2401 KERNER BLVD
SAN RAFAEL CA 94901

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

CFO
CHOKSI, PARTOSH K
2401 KERNER BLVD
SAN RAFAEL CA 94901

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

V
TONG, BRYANT J
2401 KERNER BLVD
SAN RAFAEL CA 94901

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

VD
MARTINEZ, GARY
2401 KERNER BLVD
SAN RAFAEL CA 94901

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

DELETE

DELETE

DELETE

DELETE

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

SR.V.P., GEN.COUNSEL, SECY
CYNTHIA 3. PARKS
2401 KERNER BLVD
SAN RAFAEL, CA 94901

Change Addition

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

CFO & TREASURER
HOWARD SOLOVEI
2401 KERNER BLVD.
SAN RAFAEL CA 94901

Change Addition

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

DIRECTOR
ED FABER
2401 KERNER BLVD
SAN RAFAEL, CA 94901

Change Addition

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

DIRECTOR
GLEN MCLAUGHLIN
2401 KERNER BLVD
SAN RAFAEL, CA. 94901

Change Addition

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

Change Addition

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

Change Addition

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 addition listed with an address.

SIGNATURE: CYNTHIA 3. PARKS - SR. V.P., GEN.COUNSEL, SECY

1/22/98

415-485-4500

CR2E034 (10/97)