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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

| PROFIT CORPORATION<br>ANNUAL REPORT<br><b>1998/1999</b>                                                                                                                                                                                                                                                                                                                                                                     |                                                                                                    | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS                                                                                                             |                                                                                                    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| <b>DOCUMENT # F96000006118</b><br>1. Corporation Name<br><b>HCFF Funding, Inc.</b>                                                                                                                                                                                                                                                                                                                                          |                                                                                                    |                                                                                                                                                                                                                       |                                                                                                    |
| Principal Place of Business<br><b>2 Wisconsin Circle<br/>Suite 400<br/>Chevy Chase, MD 20815</b>                                                                                                                                                                                                                                                                                                                            |                                                                                                    | Mailing Address<br><b>2 Wisconsin Circle<br/>Suite 400<br/>Chevy Chase, MD 20815</b>                                                                                                                                  |                                                                                                    |
| 2. Principal Place of Business<br><b>21 2 Wisconsin Circle</b><br>Suite, Apt. #, etc.<br><b>22 4th Floor</b><br>City & State<br><b>23 Chevy Chase, MD</b><br>Zip<br><b>24 20815</b>                                                                                                                                                                                                                                         |                                                                                                    | 2a. Mailing Address<br><b>26 2 Wisconsin Circle</b><br>Suite, Apt. #, etc.<br><b>27 4th Floor</b><br>City & State<br><b>28 Chevy Chase, MD</b><br>Zip<br><b>29 20815</b><br>Country<br><b>30 USA</b>                  |                                                                                                    |
| g. Name and Address of Current Registered Agent<br><b>CT Corporation System<br/>1200 South Pine Island Road<br/>Plantation, Florida 33324</b>                                                                                                                                                                                                                                                                               |                                                                                                    | 10. Name and Address of New Registered Agent<br><b>81 Name</b><br><b>82 Street Address (P.O. Box Number is Not Acceptable)</b><br><b>83</b><br><b>84 City</b><br><b>100002939441-7</b><br><b>-07/22/99 F01103-024</b> |                                                                                                    |
| 11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement of the 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<br>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<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                              | <b>CD<br/>Delaney, John K.<br/>2 Wisconsin Circle, Suite 400<br/>Chevy Chase, MD 20815</b>         | 1.1 TITLE<br>1.2 NAME<br>1.3 STREET ADDRESS<br>1.4 CITY-ST-ZIP                                                                                                                                                        | <b>CD<br/>Delaney, John K.<br/>2 Wisconsin Circle, 4th Floor<br/>Chevy Chase, MD 20815</b>         |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                              | <b>VD<br/>Nordberg, Edward P., Jr.<br/>2 Wisconsin Circle, Suite 400<br/>Chevy Chase, MD 20815</b> | 2.1 TITLE<br>2.2 NAME<br>2.3 STREET ADDRESS<br>2.4 CITY-ST-ZIP                                                                                                                                                        | <b>VD<br/>Nordberg, Edward P., Jr.<br/>2 Wisconsin Circle, 4th Floor<br/>Chevy Chase, MD 20815</b> |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                              | <b>T<br/>Alter, Hilde M.<br/>2 Wisconsin Circle, Suite 400<br/>Chevy Chase, MD 20815</b>           | 3.1 TITLE<br>3.2 NAME<br>3.3 STREET ADDRESS<br>3.4 CITY-ST-ZIP                                                                                                                                                        | <b>T<br/>Alter, Hilde M.<br/>2 Wisconsin Circle, 4th Floor<br/>Chevy Chase, MD 20815</b>           |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                              | <b>PD<br/>Leder, Ethan D.<br/>2 Wisconsin Circle, Suite 400<br/>Chevy Chase, MD 20815</b>          | 4.1 TITLE<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY-ST-ZIP                                                                                                                                                        | <b>PD<br/>Leder, Ethan D.<br/>2 Wisconsin Circle, 4th Floor<br/>Chevy Chase, MD 20815</b>          |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                              | <b>S<br/>Curwin, Steven M.<br/>2 Wisconsin Circle, Suite 400<br/>Chevy Chase, MD 20815</b>         | 5.1 TITLE<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY-ST-ZIP                                                                                                                                                        | <b>S<br/>Curwin, Steven M.<br/>2 Wisconsin Circle, 4th Floor<br/>Chevy Chase, MD 20815</b>         |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                    | 6.1 TITLE<br>6.2 NAME<br>6.3 STREET ADDRESS<br>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: *Steven M. Curwin* Steven M. Curwin 7-15-99 (301) 614-9827

CR2E034 (10/97)