



File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 MAR -2 PM12:48	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE					
1. Name and Mailing Address of Limited Liability Company		DOCUMENT # M96000000398				1a. Principal Place of Business Address	
PEOPLESFIRST FINANCE, LLC 402 WEST BROADWAY, SUITE 1200 SAN DIEGO CA 92101						402 WEST BROADWAY, SUITE 120 SAN DIEGO CA 92101	
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified		3a. State of Formation	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		10/11/1996		CA	
City & State		City & State		4. FEI Number		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
Zip		Country		33-0681830		6. Date of Last Report	
				04/03/1997		6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent				8. Name and Address of New Registered Agent/Office			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROA PLANTATION FL 33324				Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code			
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.							
SIGNATURE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating) DATE _____							
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code			
MGRM	MILLER, GARY J	402 W. BROADWAY, SUITE 120		SAN DIEGO CA			
MGRM	ZELLER, DAVID G	402 W. BROADWAY, SUITE 120		SAN DIEGO CA			
				300002449823--7 -03/09/98--01003--006 ****188.75 ****188.75			
11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.							
SIGNATURE:  2/24/98 (619) 232-4568							
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #							