


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 -9 PM12:18 <i>AC-310</i>	
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 # M97000000753 PHOENIX RECEIVABLES 5-97 LIMITED LIABILITY COMPANY 2401 KERNER BLVD. SAN RAFAEL CA 94901				1a. Principal Place of Business Address 2401 KERNER BLVD. SAN RAFAEL CA 94901	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 11/13/1997 3a. State of Formation DE <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 4. FEI Number 91-1823084 5. Date of Last Report FL 6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required	
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL	
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 _____ DATE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	PHOENIX RECEIVABLES II	2401 KERNER BLVD.		SAN RAFAEL CA 100002454641--7 -03/12/98--01005--019 ****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: <i>Cynthia Parks, Sr. VP</i> CYNTHIA PARKS, SR. VP 3/3/98 415 485 4500 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #</small>					