
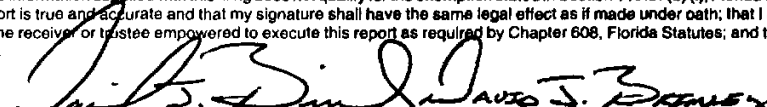


2<sup>nd</sup> and File on or before Sept. 29, 1999 or Limited Liability Company  
**FINAL NOTICE:** will be dissolved.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		<b>FILED</b>  99 NOV -1 PM 12:03  SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE</b> \$ 588.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company  <b>SECURITY LENDING WHOLESALE L.C.</b> 4001 SO. 700 E., SUITE 120 SALT LAKE CITY UT 84107		<b>DOCUMENT #</b> M98000001340		1a. Principal Place of Business Address  4001 SO. 700 E., SUITE 120 SALT LAKE CITY UT 84107	
2. Principal Place of Business  Suite, Apt. #, etc.  City & State  Zip		2a. Mailing Address <b>57 WEST 9000 So.</b>  Suite, Apt. #, etc.  City & State <b>Sandy, UTAH</b>  Zip <b>84070</b>		3. Date Organized or Qualified <b>11/16/1998</b>  4. FEI Number <b>87-0575764</b>  5. Date of Last Report	
				3a. State of Formation <b>UT</b>  <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable  6. Certificate of Status Desired <input type="checkbox"/>	
7. Name and Address of Current Registered Agent  <b>FLORIDA COMPLIANCE SPECIALIST, INC.</b> 1331 E. LAFAYETTE STREET, STE. F TALLAHASSEE FL 32301		8. Name and Address of New Registered Agent/Office  Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc.  City <b>FL</b> 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 _____ 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	
MGRM	BRIMLEY, DAVID J	4001 SO. 700 E., SUITE 120		SALT LAKE CITY UT	
MGR	BREEN, SCOTT	4001 SO. 700 E., SUITE 120		SALT LAKE CITY UT	
MGR	BRIMLEY, RICHARD	4001 SO. 700 E., SUITE 120		SALT LAKE CITY UT	
				700003047317--0 -11/17/99--01061--017 ***588.75 ***588.75  B11-899	
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.  <b>SIGNATURE:</b>  <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small> <b>DAVID J. BRIMLEY</b> 9-12-98 801/265-8900 <small>Daytime Phone #</small>					