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Feb 11 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 # P06492

(3)

1. Corporation Name

CALIFORNIA FINANCING, S.A.



Principal Place of Business

Mailing Address

STREET 23, AVENUES 1/3 - NO. 102
POB 1514, C/O MR. JAIME SOLERA
SAN JOSE, COSTA RICA

STREET 23, AVENUES 1/3 - NO. 102
POB 1514, C/O MR. JAIME SOLERA
SAN JOSE, COSTA RICA

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

06/20/1985

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

SMITH, JAMES MERRICK
2740 SOUTHWEST 28TH TERRACE
COCONUT GROVE FL 33133

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 607.0502 and 607.1508, 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 607.0505, Florida Statutes.

SIGNATURE

Signature typed or printed name of registered agent and, if applicable,

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	PD	<input type="checkbox"/> DELETE
NAME	SOLERA, JAIME B.	
STREET ADDRESS	STREET 23, AVENUES 1/3	
CITY - ST - ZIP	SAN JOSE, COSTA RICA	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	SOLERA, OLGA DE	
STREET ADDRESS	STREET 23, AVENUES 1/3	
CITY - ST - ZIP	SAN JOSE, COSTA RICA	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	JIMENEZ, RODOLFO	
STREET ADDRESS	STREET 23, AVENUES 1/3	
CITY - ST - ZIP	SAN JOSE, COSTA RICA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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:

Olga Solera

3 Feb 1998

CR2034 (10/97)