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Apr 21 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # P32754 (4)  
1. Corporation Name  
SECURITY PACIFIC FINANCIAL SERVICES OF CALIFORNIA INC.



Principal Place of Business: 10089 WILLOW CREEK RD. ATTN: TAX DEPT./4400 SAN DIEGO CA 92131 US  
Mailing Address: 10089 WILLOW CREEK RD. ATTN: TAX DEPT., #24400 SAN DIEGO CA 92131-1603 US

3. Date Incorporated or Qualified: 02/05/1991  
3a. Date of Last Report: 03/15/1996

2. Principal Place of Business: 21  
2a. Mailing Address: 26 P.O. Box 37000  
22 Suite, Apt. #, etc.: e/o TAX DEPT + 10067-07  
23 City & State: SAN FRANCISCO, CA  
24 Zip: 94107  
25 Country: 28  
29 29  
30 215  
4. FEI Number: 33-0444564  
5. Certificate of Status Desired: \$8.75 Additional Fee Required  
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees  
7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent: CT CORPORATION SYSTEM, 1200 S. PINE ISLAND ROAD, PLANTATION FL 33324  
10. Name and Address of New Registered Agent: 81 Name, 82 Street Address (P.O. Box Number is Not Acceptable), 83, 84 City, 85 Zip Code: FL

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 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	S	1.1 TITLE	AT
NAME	SOROKIN, CHERYL A.	1.2 NAME	SARAH CRADOLL
STREET ADDRESS	555 CALIFORNIA ST.	1.3 STREET ADDRESS	449 MARKET ST
CITY - ST - ZIP	SAN FRANCISCO CA	1.4 CITY - ST - ZIP	SAN FRANCISCO CA 94137
TITLE	PD	2.1 TITLE	
NAME	WILSON, M. F	2.2 NAME	
STREET ADDRESS	10089 WILLOW CREEK RD.	2.3 STREET ADDRESS	
CITY - ST - ZIP	SAN DIEGO CA	2.4 CITY - ST - ZIP	
TITLE	D	3.1 TITLE	
NAME	GUNN, GERALD G	3.2 NAME	
STREET ADDRESS	555 CALIFORNIA ST.	3.3 STREET ADDRESS	
CITY - ST - ZIP	SAN FRANCISCO CA	3.4 CITY - ST - ZIP	
TITLE	SVP	4.1 TITLE	
NAME	CHAN-SHAFFER, CLAUDIA	4.2 NAME	
STREET ADDRESS	10089 WILLOW CRK RD.	4.3 STREET ADDRESS	
CITY - ST - ZIP	SAN DIEGO CA	4.4 CITY - ST - ZIP	
TITLE	VT	5.1 TITLE	
NAME	WILLIAMS, CAMERON E	5.2 NAME	
STREET ADDRESS	10089 WILLOW CREEK RD.	5.3 STREET ADDRESS	
CITY - ST - ZIP	SAN DIEGO CA	5.4 CITY - ST - ZIP	
TITLE	D	6.1 TITLE	
NAME	JONES, JAMES G	6.2 NAME	
STREET ADDRESS	555 CALIFORNIA ST.	6.3 STREET ADDRESS	
CITY - ST - ZIP	SAN FRANCISCO CA	6.4 CITY - ST - ZIP	

14. 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 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: [Signature] SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date: 4/9/97 (407) 622-8500 Daytime Phone

CR2E034 (9/96)