

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P32754 (4)
 1. Corporation Name
SECURITY PACIFIC FINANCIAL SERVICES OF CALIFORNIA INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 10089 WILLOW CREEK RD. ATTN: TAX DEPT./4400 SAN DIEGO CA 92131 US		Mailing Address PO BOX 37000 C/O TAX DEPT., #10067-57 SAN FRANCISCO CA 94137 US		3. Date Incorporated or Qualified 02/05/1991	
2. Principal Place of Business	2a. Mailing Address	4. FEI Number 33-0444564		Applied For Not Applicable	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
22 City & State	27 City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
23 Zip	28 Country	7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
24 Zip	25 Country	29 Zip		30 Country	
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	N/A	
			82 Street Address (P.O. Box Number is Not Acceptable)		
			83		
			84 City	FL	85 Zip Code

11. Pursuant to the provisions of Sections 607.0507 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 _____ (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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SOROKIN, CHERYL A.	1.2 NAME	
STREET ADDRESS	555 CALIFORNIA ST.	1.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA	1.4 CITY-ST-ZIP	
TITLE	PD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CHAN-SHAFFER, CLAUDIA	4.2 NAME	
STREET ADDRESS	10089 WILLOW CRK RD.	4.3 STREET ADDRESS	Treasurer BARRY A. BROWN 10089 WILLOW CREEK ROAD SAN DIEGO, CA. 92131
CITY-ST-ZIP	SAN DIEGO CA	4.4 CITY-ST-ZIP	
TITLE	VT	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLIAMS, CAMERON E	5.2 NAME	
STREET ADDRESS	10089 WILLOW CREEK RD.	5.3 STREET ADDRESS	Assistant Treasurer TAMARA CHAPPELL 799 MARKET STREET SAN FRANCISCO, CA. 94102
CITY-ST-ZIP	SAN DIEGO CA	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 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: Barbara Crumwell DATE: April 21, 1998 (415) 622-0112

CR2E034 (10/97)