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May 04, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **P32754**

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: PO BOX 37000 C/O TAX DEPT. #10067-57 SAN FRANCISCO CA 94137 US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21) Suite, Apt. #, etc. (22) City & State (23) Zip (24) Country (25)
 2a. Mailing Address (26) Suite, Apt. #, etc. (27) City & State (28) Zip (29) Country (30)

3. Date Incorporated or Qualified: **02/05/1991**
 4. FEI Number: **33-0444564** Applied For () Not Applicable ()
 5. Certificate of Status Desired () \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution () \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax. () Yes (x) 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 **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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	SOROKIN, CHERYL A.	
STREET ADDRESS	555 CALIFORNIA ST.	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	WILSON, M. F	
STREET ADDRESS	10089 WILLOW CREEK RD.	
CITY-ST-ZIP	SAN DIEGO CA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GUNN, GERALD G	
STREET ADDRESS	555 CALIFORNIA ST.	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	T	<input type="checkbox"/> DELETE
NAME	BROWN, PREST A	
STREET ADDRESS	10089 WILLOW CREEK RD	
CITY-ST-ZIP	SAN DIEGO CA	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	CRAPPELL, BARBARA BARBARA CRAPPELL	
STREET ADDRESS	798 MARKES ST	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	JONES, JAMES G	
STREET ADDRESS	555 CALIFORNIA ST.	
CITY-ST-ZIP	SAN FRANCISCO CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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, with all other like empowered.

SIGNATURE: _____ DATE: **APRIL 19, 1999** (415) 622-1500

CR2E034 (1/198)