

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
 AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
 Sep 19 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 # F94000002095 (7)
 1. Corporation Name
 CALIFORNIA LENDING GROUP, INC.



Principal Place of Business Mailing Address
 26300 LA ALAMEDA, SUITE 100 26300 LA ALAMEDA, SUITE 100
 MISSION VIEJO CA 92691 MISSION VIEJO CA 92691

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21		26		04/21/1994		06/05/1996	
22. Suite, Apt. #, etc.		22a. Suite, Apt. #, etc.		4. FEI Number		Applied For	
22 3351 Michelson Dr, #100		3351 Michelson Dr, #100		33-0407459		Not Applicable	
23. City & State		23a. City & State		5. Certificate of Status Desired		\$8.75 Additional Fee Required	
23 Irvine, CA 92612		Irvine, CA 92612		<input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Zip		24a. Country		24b. Zip		24c. Country	
24 92612		24a Orange		24b 92612		24c Orange	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			

9. Name and Address of Current Registered Agent
 C T CORPORATION SYSTEM
 1200 SOUTH 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 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	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SWARTZ, LARRY A	1.2 NAME	
STREET ADDRESS	57 CORONADO POINTE	1.3 STREET ADDRESS	
CITY-ST-ZIP	LAGUNA NIGUEL CA	1.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUDEN, JOHN	2.2 NAME	
STREET ADDRESS	5 MOUNTAIN GATE	2.3 STREET ADDRESS	
CITY-ST-ZIP	COTO DE CAZA CA	2.4 CITY-ST-ZIP	
TITLE	CHFO <input checked="" type="checkbox"/> DELETE	3.1 TITLE	CFO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SWARTZ, DIANE	3.2 NAME	Robert Lowe
STREET ADDRESS	57 CORONADO POINTE	3.3 STREET ADDRESS	1005 Miles Court
CITY-ST-ZIP	LAGUNA NIGUEL CA	3.4 CITY-ST-ZIP	Anaheim, CA
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TANCAS, GEORGE	4.2 NAME	
STREET ADDRESS	28961 CALLE SUSANNA	4.3 STREET ADDRESS	
CITY-ST-ZIP	SAN JUAN CAPISTRANO CA 92675	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	Asst. Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	Richard W. Heldt
STREET ADDRESS		5.3 STREET ADDRESS	14 ST. Vincent
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Laguna Niguel, CA 92677
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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, on an attachment with an address.

SIGNATURE: [Signature] SIGNATURE REQUIRED: 9/19/97 (800) 424-9722

CR2E034 (4/97)