

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

FILED
May 23 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 # F96000002029 (4)

1. Corporation Name
AAMES FUNDING CORPORATION



Principal Place of Business: **3731 WILSHIRE BLVD SUITE 1000 LOS ANGELES CA 90010**
 Mailing Address: **3731 WILSHIRE BLVD SUITE 1000 LOS ANGELES CA 90010-2898**

- SEE ATTACHMENT -

3. Date Incorporated or Qualified: **04/24/1996** 3a. Date of Last Report
 4. FEI Number: **95-2622032** 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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21, 22, 23, 24
 2a. Mailing Address: 26, 27, 28, 29, 30

**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent: 81, 82, 83, 84, 85
 Name, Street Address (P.O. Box Number is Not Acceptable), City, State (FL), 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JUDIS, GARY K	1.2 NAME	
STREET ADDRESS	3731 WILSHIRE BLVD., STE 1000	1.3 STREET ADDRESS	
CITY - ST - ZIP	LOS ANGELES CA	1.4 CITY - ST - ZIP	
TITLE	VD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WITHERSPOON, GREGORY J	2.2 NAME	
STREET ADDRESS	3731 WILSHIRE BLVD., STE 1000	2.3 STREET ADDRESS	
CITY - ST - ZIP	LOS ANGELES CA	2.4 CITY - ST - ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	POLIN, ALLAN B	3.2 NAME	
STREET ADDRESS	3731 WILSHIRE BLVD., STE 1000	3.3 STREET ADDRESS	
CITY - ST - ZIP	LOS ANGELES CA	3.4 CITY - ST - ZIP	
TITLE	VSD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BURROUGHS, BOBBIE J	4.2 NAME	
STREET ADDRESS	3731 WILSHIRE BLVD., STE 1000	4.3 STREET ADDRESS	
CITY - ST - ZIP	LOS ANGELES CA	4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
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	

- SEE ATTACHED LIST -

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 REQUIRED** _____ **4/30/97** _____ **213/351-6100**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

DIRECTORS, PRINCIPAL OFFICERS AND 10% SHAREHOLDERS

<u>DIRECTORS/OFFICERS NAME AND TITLE</u>	<u>RESIDENCE ADDRESS & PHONE #</u>	<u>HOME OFFICE ADDRESS & PHONE #</u>
Gary K. Judis Chairman of the Board, Chief Executive Officer and President SS# 550-48-2481	806 N. Roxbury Drive Beverly Hills, CA 90210 (310) 271-1619	350 S. Grand Ave. 52nd Floor Los Angeles, CA 90071 (213) 640-5000
Gregory J. Witherspoon Executive Vice President - Finance, Chief Financial Officer and Director SS# 447-44-4109	10310 Walavista Road Los Angeles, CA 90064 (310) 839-9277	350 S. Grand Ave. 52nd Floor Los Angeles, CA 90071 (213) 640-5000
Cary H. Thompson Chief Operating Officer and Director SS# 545-92-1736	1944 Fairburn Avenue Los Angeles, CA 90025 (310) 474-4980	350 S. Grand Ave. 52nd Floor Los Angeles, CA 90071 (213) 640-5000
Bobbie J. Burroughs Executive Vice President, Secretary and Director SS# 547-46-8646	448 Frederic Street Burbank, CA 91505 (818) 846-8871	350 S. Grand Ave. 52nd Floor Los Angeles, CA 90071 (213) 640-5000
SHAREHOLDERS Aames Financial Corporation, a Delaware Corporation 100% ownership EIN #95-4340340	3731 Wilshire Blvd., #1000 Los Angeles, CA 90010	350 S. Grand Ave. 52nd Floor Los Angeles, CA 90071 (213) 640-5000

ATTACHMENT
AAMES FUNDING CORPORATION

Effective in May 1, 1997, Aames Funding Corporation's corporate headquarters will be located at:

350 S. Grand Avenue, 52nd Fl.
Los Angeles, CA 90071