

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

018745

PROFIT CORPORATION ANNUAL REPORT 1998



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

FILED

98 OCT 20 PM 3:19

DOCUMENT # F97000006224 (6)

1. Corporation Name
 AAC FUNDING II, INC.

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

Principal Place of Business 615 FRONT STREET SAN FRANCISCO CA 94111		Mailing Address 615 FRONT STREET SAN FRANCISCO CA 94111		3. Date Incorporated or Qualified 11/24/1997	
21	2. Principal Place of Business	26	2a. Mailing Address	4.	FEI Number 94-3211924
22	Suite, Apt. #, etc.	27	Suite, Apt. #, etc.	5.	Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
23	City & State	28	City & State	6.	Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
24	Zip	29	Zip	8.	This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No N/A
25	Country	30	Country		

9. Name and Address of Current Registered Agent CAPITAL CONNECTION, INC. 417 E. VIRGINIA ST. STE. 1 TALLAHASSEE FL 32301-1283		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		

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PC	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KLINGBEIL, JAMES D	1.2 NAME	800002670228-4
STREET ADDRESS	615 FRONT STREET	1.3 STREET ADDRESS	-10/22/98--01070--011
CITY-ST-ZIP	SAN FRANCISCO CA 94111	1.4 CITY-ST-ZIP	****750.00 ****750.00
TITLE	DV	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DISHNICA, RICHARD J	2.2 NAME	
STREET ADDRESS	615 FRONT STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA 94111	2.4 CITY-ST-ZIP	
TITLE	SD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NICKERSON, GEORGE R	3.2 NAME	
STREET ADDRESS	615 FRONT STREET	3.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA 94111	3.4 CITY-ST-ZIP	
TITLE	T	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KENDRICK, GARY	4.2 NAME	
STREET ADDRESS	501 DARBY CREEK ROAD	4.3 STREET ADDRESS	
CITY-ST-ZIP	LEXINGTON KY 40509	4.4 CITY-ST-ZIP	
TITLE		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		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 hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(l), 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: Gary Kendrick, Vice President **SIGNATURE REQUIRED** 10/15/98 (606) 263-4000

CR2E034 (5/98)