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**Apr 24 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P32354 (3)
 1. Corporation Name
BA CREDIT CORPORATION



Principal Place of Business 450 "B" STREET SAN DIEGO CA 92131 US	Mailing Address 10089 WILLOW CREEK RD ATTN: TAX DEPT. #24400 SAN DIEGO CA 92131-1603 US
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3. Date Incorporated or Qualified 12/27/1990	3a. Date of Last Report 03/11/1996
4. FEI Number 93-1043156	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 P.O. Box 81000
22 City & State	27 C/O TAX DEPT #10067-SP
23 Zip	28 SAN FRANCISCO
24 Country	29 CA
25 Country	30 246

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
85 Zip Code

FL

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	PD	<input checked="" type="checkbox"/> DELETE
NAME	RODGERS, RICHARD A	
STREET ADDRESS	450 "B" STREET	
CITY - ST - ZIP	SAN DIEGO CA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	SOROKIN, CHERYL A.	
STREET ADDRESS	555 CALIFORNIA STREET	
CITY - ST - ZIP	SAN FRANCISCO CA	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	ANRAKU, ELSA Y	
STREET ADDRESS	450 "B" STREET	
CITY - ST - ZIP	SAN DIEGO CA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	CHAN-SHAFFER, CLAUDIA	
STREET ADDRESS	10089 WILLOW CREEK ROAD	
CITY - ST - ZIP	SAN DIEGO CA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FLOWERS, THOMAS E	
STREET ADDRESS	450 "B" STREET	
CITY - ST - ZIP	SAN DIEGO CA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HARRIS, RICHARD V	
STREET ADDRESS	4 EMBARCADERO	
CITY - ST - ZIP	SAN FRANCISCO CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	AT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	BARBARA CRAWFORD	
1.3 STREET ADDRESS	799 MARKET ST	
1.4 CITY - ST - ZIP	SAN FRANCISCO, CA 94137	
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 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: *Richard A. Rodgers* **REQUIRED** **DATE** 4/6/97 **PHONE** (415) 622-8000

CR2E034 (9/96)