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**Apr 08 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 # F96000000647 (5)

1. Corporation Name
PPF, INC.



Principal Place of Business
**1801 CALIFORNIA STREET, SUITE 3700
DENVER CO 80202**

Mailing Address
**1801 CALIFORNIA STREET, SUITE 3700
DENVER CO 80202-2668**

2. Principal Place of Business
21 **1801 California Street**
Suite, Apt. #, etc.
22 **Suite 3920**
City & State
23 **Denver, CO**
Zip
24 **80202** 25 **USA**

2a. Mailing Address
26 **1801 California Street**
Suite, Apt. #, etc.
27 **Suite 3920**
City & State
28 **Denver, CO**
Zip
29 **80202** 30 **USA**

3. Date Incorporated or Qualified **02/08/1996** 3a. Date of Last Report **N/A**
4. FEI Number **APPLIED FOR 84-1332140** 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

9. Name and Address of Current Registered Agent

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

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 re-registering) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	COBD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMITH, DAVID C	1.2 NAME	
STREET ADDRESS	1801 CALIFORNIA STREET, SUITE 3700	1.3 STREET ADDRESS	
CITY-ST-ZIP	DENVER CO 80202	1.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PINKERTON, ROBERT A	2.2 NAME	
STREET ADDRESS	1801 CALIFORNIA STREET, SUITE 3700	2.3 STREET ADDRESS	1801 California Street, Suite 3920
CITY-ST-ZIP	DENVER CO 80202	2.4 CITY-ST-ZIP	
TITLE	DV <input type="checkbox"/> DELETE	3.1 TITLE	Director/Exec. Vice Pres. <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LUNDY, BRUCE I	3.2 NAME	
STREET ADDRESS	1801 CALIFORNIA STREET, SUITE 3700	3.3 STREET ADDRESS	1801 California Street, Suite 3920
CITY-ST-ZIP	DENVER CO 80202	3.4 CITY-ST-ZIP	
TITLE	DST <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCCARTY, KATHLEEN A	4.2 NAME	
STREET ADDRESS	1801 CALIFORNIA STREET, SUITE 3700	4.3 STREET ADDRESS	1801 California Street, Suite 3920
CITY-ST-ZIP	DENVER CO 80202	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARNES, DENNIS N	5.2 NAME	
STREET ADDRESS	1801 CALIFORNIA STREET, SUITE 3700	5.3 STREET ADDRESS	
CITY-ST-ZIP	DENVER CO 80202	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	

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: *Kathleen A. McCarty* **3/21/97** **303-792-9100**

CR2E034 (9/96)