

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

FILED

**May 20 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000000647 (5)
1. Corporation Name
FPF, INC.



Principal Place of Business 1801 CALIFORNIA STREET SUITE 3920 DENVER CO 80202 US	Mailing Address 1801 CALIFORNIA STREET SUITE 3920 DENVER CO 80202 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 600 17th Street	2a. Mailing Address 26 600 17th Street
Suite, Apt. #, etc. 22 1900S	Suite, Apt. #, etc. 27 1900S
City & State 23 Denver	City & State 28 Denver
Zip 24 80202	Country 25 Denver
Country 29 80202	Country 30 Denver

3. Date Incorporated or Qualified 02/08/1996	
4. FEI Number 84-1332140	Applied For <input type="checkbox"/> 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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

B1 Name	
B2 Street Address (P.O. Box Number is Not Acceptable)	
B3	
B4 City	B5 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	COBO <input checked="" type="checkbox"/> DELETE	11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMITH, DAVID C	12 NAME	
STREET ADDRESS	1801 CALIFORNIA STREET, SUITE 3700	13 STREET ADDRESS	
CITY-ST-ZIP	DENVER CO 80202	14 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	21 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PINKERTON, ROBERT A	22 NAME	CEO
STREET ADDRESS	1801 CALIFORNIA ST, 3290	23 STREET ADDRESS	
CITY-ST-ZIP	DENVER CO	24 CITY-ST-ZIP	
TITLE	DVP <input type="checkbox"/> DELETE	31 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LUNDY, BRUCE I	32 NAME	President
STREET ADDRESS	1801 CALIFORNIA ST, 3290	33 STREET ADDRESS	
CITY-ST-ZIP	DENVER CO	34 CITY-ST-ZIP	
TITLE	DST <input type="checkbox"/> DELETE	41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCCARTY, KATHLEEN A	42 NAME	
STREET ADDRESS	1801 CALIFORNIA ST, 3920	43 STREET ADDRESS	
CITY-ST-ZIP	DENVER CO	44 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARNES, DENNIS N	52 NAME	
STREET ADDRESS	1801 CALIFORNIA STREET, SUITE 3700	53 STREET ADDRESS	
CITY-ST-ZIP	DENVER CO 80202	54 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 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)(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 _____ DATE **4/29/98** 303-571-1711

CR2E034 (10/97)