

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

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FILED

97 JUL 25 AM 10:27

SECRETARY OF STATE
 TALLAHASSEE FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P24138 (0)

1. Corporation Name
PHELPS-TOINTON, INC.



Principal Place of Business ONE GREELEY NATIONAL PLAZA 822 - 7TH STREET GREELEY CO 80631-3933	Mailing Address ONE GREELEY NATIONAL PLAZA 822 - 7TH STREET GREELEY CO 80631-3933
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 05/02/1989		3a. Date of Last Report 05/15/1996	
2. Principal Place of Business 21	2a. Mailing Address 26 <i>Phelps-Tointon, Inc.</i>	4. FEI Number 84-1109079	Applied For Not Applicable
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27 <i>P.O. Box 1511</i>	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
City & State 23	City & State 28 <i>Greeley, CO</i>	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
Zip 24	Country 25	Zip 29 <i>80632</i>	Country 30 <i>USA</i>
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	

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 restating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	TOINTON, ROBERT G.	
STREET ADDRESS	822 - 7TH STREET	
CITY-ST-ZIP	GREELEY CO	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	PHELPS, JOSEPH F.	
STREET ADDRESS	822 - 7TH STREET	
CITY-ST-ZIP	GREELEY CO	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	TOINTON, BETTY L.	
STREET ADDRESS	822 - 7TH STREET	
CITY-ST-ZIP	GREELEY CO	
TITLE	T	<input type="checkbox"/> DELETE
NAME	TOINTON, BRYAN E	
STREET ADDRESS	822 7TH ST, SUITE 700	
CITY-ST-ZIP	GREELEY CO	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	600002258136--1
1.3 STREET ADDRESS	-08/05/97--01064--007
1.4 CITY-ST-ZIP	****165.00 ****165.00
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: *BOB TONTON* **RETURNED** *July 21 1997 (910) 353-7000*

CR2E034 (4/97)



Phelps-Tointon, Inc.

Bank One Plaza ²
822 7th Street, Suite 700
P.O. Box 1518
Greeley, Colorado 80632-1518
(970) 353-7000
(970) 353-2434 Fax

July 21, 1997

Sandra B. Mortham,
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ATTENTION: Annual Reports

Dear Secretary Mortham:

Enclosed you will find a copy of the Second Notice cover sheet sent to us by the State of Florida for renewing Phelps-Tointon, Inc.'s Annual Report for 1997. It had a wrong address which has been corrected on the Annual Report form and is dated July 18, 1997.

We did not receive a First Notice from the State of Florida and are asking that the late fee penalty of \$285 be waived. Enclosed is a check for the \$165 Annual Report fee along with the Document #P24138.

In 1996 we did send the stub saying we supported your lowering the fee for Annual Reports. Thank you for your part in getting these fees lowered.

If there are any questions or if you require further information to waive this fee, please write or call at the above address and phone number.

Sincerely,

PHELPS-TOINTON, INC.


Joyce Ruff
Assistant to the President

Enclosures