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May 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 # **841028** (4)
1. Corporation Name
AFFINITY ROAD AND TRAVEL CLUB, INC.



Principal Place of Business
**64 INVERNESS DRIVE EAST
ENGLEWOOD CO 80112
US**

Mailing Address
**64 INVERNESS DRIVE EAST
ENGLEWOOD CO 80112-5114
US**

3. Date Incorporated or Qualified
07/10/1978

3a. Date of Last Report
07/24/1996

21	2. Principal Place of Business 64 Inverness Drive East	26	2a. Mailing Address 64 Inverness Drive East	4.	FEI Number 23-2066824	Applied For
22	City & State Englewood, CO	27	City & State Englewood, CO	5.	Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip 80112	28	Zip 80112	6.	Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country US	29	Country US	7.	This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent										
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	<table border="1"> <tr> <td>81</td> <td>Name</td> </tr> <tr> <td>82</td> <td>Street Address (P.O. Box Number is Not Acceptable)</td> </tr> <tr> <td>83</td> <td></td> </tr> <tr> <td>84</td> <td>City</td> </tr> <tr> <td>85</td> <td>Zip Code</td> </tr> </table>	81	Name	82	Street Address (P.O. Box Number is Not Acceptable)	83		84	City	85	Zip Code
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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DC <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ADAMS, STEPHEN	1.2 NAME	
STREET ADDRESS	64 INVERNESS DRIVE EAST	1.3 STREET ADDRESS	
CITY- ST- ZIP	ENGLEWOOD CO 80112	1.4 CITY- ST- ZIP	
TITLE	P <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BLOCK, DAVID	2.2 NAME	
STREET ADDRESS	64 INVERNESS DRIVE EAST	2.3 STREET ADDRESS	
CITY- ST- ZIP	ENGLEWOOD CO 80112	2.4 CITY- ST- ZIP	
TITLE	VT <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOGGESS, MARK	3.2 NAME	BOGGESS, MARK
STREET ADDRESS	64 INVERNESS DRIVE EAST	3.3 STREET ADDRESS	64 INVERNESS DRIVE EAST
CITY- ST- ZIP	ENGLEWOOD CO 80112	3.4 CITY- ST- ZIP	ENGLEWOOD, CO 80112
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MAYER, NANCY E	4.2 NAME	
STREET ADDRESS	64 INVERNESS DRIVE EAST	4.3 STREET ADDRESS	
CITY- ST- ZIP	ENGLEWOOD CO 80112	4.4 CITY- ST- ZIP	
TITLE	<input type="checkbox"/> DELETE	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	<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: *Nancy E Mayer* **NANCY E MAYER** Date: **4-29-97** Daytime Phone #: **805-667-4462**

CR2E034 (9/96)