SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.

AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

PROFIT CORPORATION ANNUAL REPORT

2. Principal Place of Business

Suita Ant # ata



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

UT 84165-0250

2a. Mailing Address

Suite Ant # etc

Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F9700001363 (7)

FAIRBANKS CAPITAL CORP.

Principal Place of Business	Malling Address
3815 S. WEST TEMPLE	PO BOX 65250
SAL LAKE CITY UT 64115	SALT LAKE CITY

FILED
Jul 22 1998 8:00am
Secretary of State



DO NOT WRITE IN THIS SPACE

Applied For

Not Applicable

3. Date Incorporated or Qualified

03/17/1997 4. FEI Number

87-0465626

22	. 11 , 010,		27				5, Certifica			5. Certificate of Status Desired Fee Required		
City & Stat	te			City & State				6. Election Ca		6. Election Campaign Financing \$5.00 May Be		
23			28	1	•					Trust Fund Contribution Added to Fees		
Zip		Country	L	Zip		Cou	ntry			8. This corporation owes or has paid the current year Intangible 1		
24	· .	25	29			30	30			Personal Property Tax due June 30. Yes No NA		
	9. Name and Address of Current Registered Agent						221			10. Name and Address of New Registered Agent		
		SERVICE COMPANY					81	Name	!			
1201 HAYS STREET							82 Street Address (P.O. Box Number is Not Acceptable)					
TALLAHA\$SEE FL 32301												
							83					
	:					;	84	City		85 Zip Code		
	•									FL 30 2000		
11. Pursuan	I to the provis	sions of sections 607,0502	and 6	507.1508, F	lorida Statute	s, the ab	ove-i	named c	corporatio	on submits this statement for the purpose of changing its registered s board of directors. I hereby accept the appointment as registered		
		with, and accept the obligation							porations	s board of directors, I floreby accept the appointment as registered		
SIGNATURE												
	Signature, typed	or printed name of registered agen			(NC		red Ag	ent signatu	ure required a	when reinstating) DATE DATE		
12.	PDC	OFFICERS AN	U DIR	ECTORS	1	13.			Tha	ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
	•	AN THOMAS D		L.	_ DELETE				DC	Change Addition		
NAME	Basmajian, Thomas D 1700 Park Ave., #2000						Basmajian, Thomas D.					
STREET ADDRESS	DADY CITY LIT 04000						1.3 STREET ADDRESS 38			5 S Wast Temple, PO Box 65250 t Lake City, UT 84165		
CITY-ST-ZIP TITLE	VID	1 01 04000			7.55,555		1.4 CITY-ST-ZIP 2.1 TITLE					
NAME	1	ON, KIM A		L] DELETE	1			Ste	Change Adoldon		
STREET ADDRESS	1700 PARK AVE., #2000						3815 S Wast Temple, PO Box			5 S Wast Temple, PO Box 65250		
CITY-ST-ZIP	PARK CITY UT 84060						3 STREET ADDRESS Salt Lai			t Lake City, UT 84165		
TITLE	SD		· • • • • • • • • • • • • • • • • • • •	- 1	DELETE	3.1 TIT		ZIP	s	Change Addition		
NAME	SMITH, T	ERRELL W		ι	_ DETELE	3.2 NA			-	th, Terrell W.		
STREET ADDRESS		RK AVE., #2000				1		ADDRESS	381	5 S West Temple, PO Box65250		
CITY-ST-ZIP		TY UT 84060				3.4 CI			Sal	t Lake City, UT 84165		
TITLE	<u> </u>			<u>_</u>	DELETE	4.1 T(T			 	Change Addition		
NAME	1			L .		4.2 NA	ME		For			
STREET ADDRESS						4.3 ST	REET#	ADDRESS	att	other additions see		
CITY-ST-ZIP	,					4.4 CIT	ryst:	ZIP				
TITLE					DELETE	5.1 TIT	LE		}	Change Addition		
NAME	1					5.2 NA	ME		1			
STREET ADDRESS						5.3 ST	REETA	ADDRESS				
CITY-ST-ZIP			_			5.4 CIT	ry-ST	ZIP	l			
TITLE					DELETE	6.1 TIT	LE		1	Change Addition		
NAME						6.2 NA	ME					
STREET ADDRESS						6.3 \$T	REETA	ADDRESS	1			
CITY-ST-ZIP	<u> </u>		<u>_</u>			6.4 CIT	Y-ST-	ZIP	<u> </u>			
14. I hereby certify that the information supplied with the plant 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 of Supplemental plant 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 attaqument with an address.												

Terrell W Smith July 7, 1998 (801)293-1883

FAIRBANKS CAPITAL CORP.

CORPORATION ANNUAL REPORT FEI NUMBER 87-0465626

12. and 13. Additional Officers and Directors of the corporation.

Position	Name	Business Address
President	Mark S. Finston	3815 S. West Temple, PO Box 65250 Salt Lake City, UT 84165-0250
Vice President, Marketing	Richard A. Lee	3815 S. West Temple, PO Box 65250 Salt Lake City, UT 84165-0250
Director	Greggory S. Haugen	6000 Clearwater Drive Minnetonka, MN 55343-9497
Director	Jeffrey A. Parker	6000 Clearwater Drive Minnetonka, MN 55343-9497
Director	Thomas E. Capasse	2 World Financial Center Building B, 22nd Floor New York, New York 10281-1198
Director	Ronald DiPasquale	2 World Financial Center Building B, 22nd Floor New York, New York 10281-1198
Director	Roger K. Taylor	350 Park Avenue New York, NY 10022
Director	Richard T. Sauerwein	350 Park Avenue New York, NY 10022

GADES/D\0670