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**Feb 14 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 # P32243 (8)

1. Corporation Name
CAPRI, INC., A DELAWARE CORPORATION



Principal Place of Business: P.O. BOX 1700, HELENA MT 59624
Mailing Address: P.O. BOX 1700, HELENA MT 59624-1700

3. Date Incorporated or Qualified 12/20/1990	3a. Date of Last Report 04/24/1996
4. FEI Number 81-0267419	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29 30

9. Name and Address of Current Registered Agent
**CORPORATION INFORMATION SERVICES, INC.
1201 HAYES STREET
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	O'CONNELL, JIM	1.2 NAME	
STREET ADDRESS	516 FULLER AVENUE	1.3 STREET ADDRESS	
CITY-ST-ZIP	HELENA MT	1.4 CITY-ST-ZIP	59601
TITLE	VD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GRUBER, DAN	2.2 NAME	
STREET ADDRESS	516 FULLER AVENUE	2.3 STREET ADDRESS	
CITY-ST-ZIP	HELENA MT	2.4 CITY-ST-ZIP	59601
TITLE	ST <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	DAVIS, KIMMY	3.2 NAME	
STREET ADDRESS	516 FULLER AVENUE	3.3 STREET ADDRESS	
CITY-ST-ZIP	HELENA MT	3.4 CITY-ST-ZIP	59601
TITLE	C <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	O'CONNELL, JAMES	4.2 NAME	
STREET ADDRESS	516 FULLER AVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	HELENA MT	4.4 CITY-ST-ZIP	59601
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KLINE, JOHN R.	5.2 NAME	
STREET ADDRESS	111 N. LAST CHANCE GULCH	5.3 STREET ADDRESS	
CITY-ST-ZIP	HELENA MT	5.4 CITY-ST-ZIP	59601
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BRUCK, DAVID	6.2 NAME	
STREET ADDRESS	516 FULLER AVE	6.3 STREET ADDRESS	
CITY-ST-ZIP	HOLMES MT	6.4 CITY-ST-ZIP	59601

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: *[Signature]* **SIGNATURE REQUIRED** 1/3/97 Date Daytime Phone #

CR2E034 (9/96)