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**May 02 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 # P33617 (2)
1. Corporation Name
D.E. FREY & COMPANY, INC.



Principal Place of Business
1700 LINCOLN STE. 2200 DENVER CO 80203

Mailing Address
1700 LINCOLN STE. 2200 DENVER CO 80203-4522

3. Date Incorporated or Qualified 04/16/1991	3a. Date of Last Report 08/05/1996
4. FEI Number 84-1098795	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

21. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22. City & State 22	27. City & State 27
23. Zip 23	Country 28
24. Zip 24	Country 25
29. Zip 29	Country 30

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 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

TITLE	CEO	<input type="checkbox"/> DELETE
NAME	FREY, DALE E.	
STREET ADDRESS	1700 LINCOLN STE 2200	
CITY - ST - ZIP	DENVER CO	
TITLE	S	<input type="checkbox"/> DELETE
NAME	LYNN, JULIAN	
STREET ADDRESS	1700 LINCOLN, SUITE 2200	
CITY - ST - ZIP	DENVER CO	
TITLE	SD	<input checked="" type="checkbox"/> DELETE
NAME	COY, DARCI	
STREET ADDRESS	1700 LINCOLN STE 2200	
CITY - ST - ZIP	DENVER CO	
TITLE	D	<input type="checkbox"/> DELETE
NAME	TENNISON, BILL	
STREET ADDRESS	1700 LINCOLN STE 2200	
CITY - ST - ZIP	DENVER 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	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	<i>Hocevar, Paul</i>
3.3 STREET ADDRESS	<i>1700 Lincoln, Ste 2200</i>
3.4 CITY - ST - ZIP	<i>Denver, CO 80203</i>
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: *X Paul J. Hocevar* **1-9-97 303-803-4031**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)