

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).

FILED

Jul 22 1998 8:00am
 Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
 1998



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

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



DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified
 04/16/1991
 4. FEI Number
 84-1098795 Applied For Not Applicable
 5. Certificate of Status Desired \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes 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 25 29 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	D <input type="checkbox"/> DELETE
NAME	HOCEVAR, PAUL
STREET ADDRESS	1700 LINCOLN, #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	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Scott Gillespie
1.3 STREET ADDRESS	1700 Lincoln St. Ste 2200
1.4 CITY-ST-ZIP	Denver, CO 80203
2.1 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Marshall Cassidy
2.3 STREET ADDRESS	2012 - D North Point Blvd
2.4 CITY-ST-ZIP	Tallahassee, FL 32308
3.1 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	James Sarkauskas
3.3 STREET ADDRESS	14 East Davenport St.
3.4 CITY-ST-ZIP	Rhineland, WI 54501
4.1 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Mike Robertson
4.3 STREET ADDRESS	3040 Post Oak Blvd Ste 600
4.4 CITY-ST-ZIP	Houston, TX 77056
5.1 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Joseph Sturniolo
5.3 STREET ADDRESS	7535 E. Hampden Ave Ste 501
5.4 CITY-ST-ZIP	Denver, CO 80231
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 hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(l), 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: *Sandra B. Mortham* 7/9/98

CR2E034 (5/98)