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Feb 25 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 # V39995 (8)

1. Corporation Name  
MERLIN DISTRIBUTION, INC.



Principal Place of Business  
4100 E. MISSISSIPPI AVE  
SUITE 300  
DENVER CO 80222  
US

Mailing Address  
P.O. BOX 41750  
ST. PETERSBURG FL 33743-1750

3. Date Incorporated or Qualified 05/29/1992	3a. Date of Last Report 02/28/1996
4. FEI Number 84-1271352	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	28 Zip
25 Country	30 Country

9. Name and Address of Current Registered Agent  
VERONA, JAY B P.A.  
5959 CENTRAL AVENUE  
SUITE 201  
ST. PETERSBURG FL 33710

10. Name and Address of New Registered Agent
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: *[Signature]* (NOTE: Registered Agent signature required when re-stating) DATE: 4/19/97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	
NAME	GREEN, BENJAMIN I.	1.2 NAME	
STREET ADDRESS	4865 DAKOTA BLVD	1.3 STREET ADDRESS	
CITY - ST - ZIP	BOULDER CO	1.4 CITY - ST - ZIP	
TITLE	ST	2.1 TITLE	
NAME	OLESH, GERALD	2.2 NAME	
STREET ADDRESS	480 S MARION PKWY #1204	2.3 STREET ADDRESS	
CITY - ST - ZIP	DENVER CO	2.4 CITY - ST - ZIP	
TITLE	D	3.1 TITLE	
NAME	GREEN, BEATRICE	3.2 NAME	
STREET ADDRESS	4865 DAKOTA BLVD.	3.3 STREET ADDRESS	
CITY - ST - ZIP	BOULDER CO	3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	
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: *[Signature]* DATE: 4/19/97

CR2E034 (9/96)