

No. W 12137 Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	Due no later than Jun 30, 2002 Annual Report Form 1. Mailing Address - Correct in this box, if applicable INTERSTATE GROUP, LLC 2400 N CENTRAL AVE STE 410 PHOENIX, AZ 85004	2. Registered Agent and Office NO PO BOX MICHAIL ITKIS 224 CARNATION DR NAMPA, IL 83687 ID 3. <u>New</u> Registered Agent Signature																																	
4. Limited Liability Companies: Enter Names and Addresses of Members.																																			
<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; width: 15%;"><u>Office held</u></th> <th style="text-align: left; width: 25%;"><u>Name</u></th> <th style="text-align: left; width: 35%;"><u>Street or P.O. Address</u></th> <th style="text-align: left; width: 10%;"><u>City</u></th> <th style="text-align: left; width: 10%;"><u>State</u></th> <th style="text-align: left; width: 15%;"><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td><i>Member</i> Manager</td> <td>Michail Itkis</td> <td>2400 N. Central Ave. Suite 410</td> <td>Phoenix</td> <td>AZ</td> <td>85004</td> </tr> <tr> <td rowspan="4"><i>Member</i></td> <td>Pinecreek Capital LLC</td> <td></td> <td>Same</td> <td></td> <td></td> </tr> <tr> <td>Elite Acquisitions, LLC</td> <td></td> <td>Same</td> <td></td> <td></td> </tr> <tr> <td>Shawn Luteyn</td> <td>224 Carnation Drive</td> <td>Nampa</td> <td>ID</td> <td>83687</td> </tr> <tr> <td>Rob Swikert</td> <td></td> <td>Same</td> <td></td> <td></td> </tr> </tbody> </table>			<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	<i>Member</i> Manager	Michail Itkis	2400 N. Central Ave. Suite 410	Phoenix	AZ	85004	<i>Member</i>	Pinecreek Capital LLC		Same			Elite Acquisitions, LLC		Same			Shawn Luteyn	224 Carnation Drive	Nampa	ID	83687	Rob Swikert		Same		
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5. Organized Under the Laws of: ILLINOIS W 12137	6. Signature <u>Robert D Creighton</u> Date <u>7-8-02</u> Name <small>(Typed or Printed)</small> <u>Robert D. Creighton</u> Title <u>CFO</u>																																		