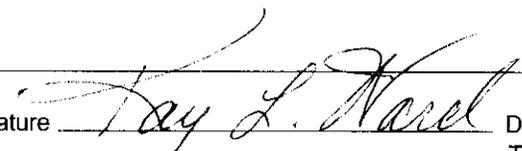


No. C 117027	Due no later than Nov 30, 2000	2. Registered Agent and Office NO PO BOX																		
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	Annual Report Form 1. Mailing Address - Correct in this box, if applicable BRUSH AND PALETTE, INC. KAY WARD 6848 N GOVERNMENT WAY STE 101 DALTON GARDENS, ID 83815	KAY WARD 6848 N GOVERNMENT WAY STE 101 DALTON GARDENS, ID 83815 3. <u>New</u> Registered Agent Signature																		
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><u>Office held</u></th> <th style="text-align: left;"><u>Name</u></th> <th style="text-align: left;"><u>Street or P.O. Address</u></th> <th style="text-align: left;"><u>City</u></th> <th style="text-align: left;"><u>State</u></th> <th style="text-align: left;"><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;"> VICE-PRESIDENT } SECRETARY } Director } </td> <td style="vertical-align: top;">KAY L. WARD</td> <td style="vertical-align: top;">2935 S. STATELINE</td> <td style="vertical-align: top;">POST FALLS</td> <td style="vertical-align: top;">ID</td> <td style="vertical-align: top;">83854</td> </tr> <tr> <td style="vertical-align: top;"> PRESIDENT } Director } </td> <td style="vertical-align: top;">GEORGE E. WARD</td> <td style="vertical-align: top;">2935 S</td> <td style="vertical-align: top;">STATELINE</td> <td style="vertical-align: top;">POST FALLS</td> <td style="vertical-align: top;">ID 83854</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>	VICE-PRESIDENT } SECRETARY } Director }	KAY L. WARD	2935 S. STATELINE	POST FALLS	ID	83854	PRESIDENT } Director }	GEORGE E. WARD	2935 S	STATELINE	POST FALLS	ID 83854
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5. Organized Under the Laws of: IDAHO C 117027	6.  Signature _____ Date <u>9-26-00</u> Name <small>(Typed or Printed)</small> <u>KAY L. WARD</u> Title: <u>V-President</u> XXXX																			

Issued 09/04/2000

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