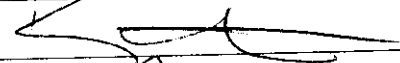
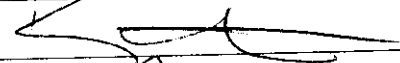
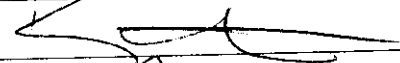


No. W 22413 Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	Due no later than: January 31, 2004 Annual Report Form 1. Mailing Address - Correct in this box, if applicable PHASE TWO LLC PO BOX 1532 HAYDEN, ID 83835	2. Registered Agent and Office NO PO BOX BRIAN MATTHEWS 820 N 310 W ID 105 N PORTLAND COEUR D'ALENE ID 83815 POST FALLS, ID 83815 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;"><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>MEMBER</td> <td>BRIAN MATTHEWS</td> <td>PO BOX 1532</td> <td>HAYDEN ID</td> <td></td> <td>83835</td> </tr> <tr> <td>MEMBER</td> <td>JASON W KIMMEL</td> <td>2316 W. DALTON</td> <td>COEUR D'ALENE</td> <td>ID</td> <td>83815</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>	MEMBER	BRIAN MATTHEWS	PO BOX 1532	HAYDEN ID		83835	MEMBER	JASON W KIMMEL	2316 W. DALTON	COEUR D'ALENE	ID	83815
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5. Organized Under the Laws of: IDAHO W 22413	6. <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">Signature </td> <td style="width: 40%;">Date 1-30-04</td> </tr> <tr> <td>Name (Typed or Printed) Brian Matthews</td> <td>Title MEMBER</td> </tr> </table>		Signature 	Date 1-30-04	Name (Typed or Printed) Brian Matthews	Title MEMBER														
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