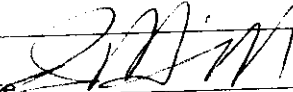


No. W 18300	Due no later than March 31, 2004 Annual Report Form		2. Registered Agent and Office NO PO BOX SCOTT L HILL W 4777 LAKESHORE RD HILLS RESORT PRIEST LAKE, ID 83856												
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable HILL FILMS, L.L.C. W 4777 LAKESHORE RD PRIEST LAKE, ID 83856		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: 20%;"><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: 15%;"><u>City</u></th> <th style="text-align: left; width: 10%;"><u>State</u></th> <th style="text-align: left; width: 10%;"><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td>Manager</td> <td>SCOTT HILL</td> <td>W 4777 LAKESHORE RD</td> <td>PRIEST LAKE,</td> <td>ID.</td> <td>83856</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>	Manager	SCOTT HILL	W 4777 LAKESHORE RD	PRIEST LAKE,	ID.	83856
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>										
Manager	SCOTT HILL	W 4777 LAKESHORE RD	PRIEST LAKE,	ID.	83856										
5. Organized Under the Laws of: IDAHO W 18300		6.  Signature _____ Date <u>1-11-04</u> Name <small>(Typed or Printed)</small> <u>SCOTT HILL</u> Title <u>Owner</u>													