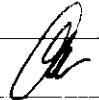


No. C 146418	Due no later than Nov 30, 2004 Annual Report Form	2. Registered Agent and Office NO PO BOX																		
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable GUARDHILL FINANCIAL CORP. ALAN ROSENBAUM 950 THIRD AVE 24TH FL NEW YORK, NY 10022	CT CORPORATION SYSTEM 300 N 6TH ST BOISE, ID 83702 3. <u>New Registered Agent Signature</u>																		
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="width: 15%;">Office held</th> <th style="width: 20%;">Name</th> <th style="width: 30%;">Street or P.O. Address</th> <th style="width: 10%;">City</th> <th style="width: 10%;">State</th> <th style="width: 15%;">Zip</th> </tr> </thead> <tbody> <tr> <td>Pres. Secy Treasurer</td> <td rowspan="2">Alan Rosenbaum</td> <td>950 Third Ave 24th Fl. New York, NY 10022</td> <td>NY</td> <td>NY</td> <td>10022</td> </tr> <tr> <td>EVP</td> <td>Giorgia Sacchi</td> <td>950 3rd Ave.</td> <td>NY</td> <td>NY</td> <td>10022</td> </tr> </tbody> </table>			Office held	Name	Street or P.O. Address	City	State	Zip	Pres. Secy Treasurer	Alan Rosenbaum	950 Third Ave 24th Fl. New York, NY 10022	NY	NY	10022	EVP	Giorgia Sacchi	950 3rd Ave.	NY	NY	10022
Office held	Name	Street or P.O. Address	City	State	Zip															
Pres. Secy Treasurer	Alan Rosenbaum	950 Third Ave 24th Fl. New York, NY 10022	NY	NY	10022															
EVP		Giorgia Sacchi	950 3rd Ave.	NY	NY	10022														
5. Organized Under the Laws of: NEW YORK C 146418	6. Signature  Date 12/10/04 Name (Typed or Printed) Alan Rosenbaum Title President																			