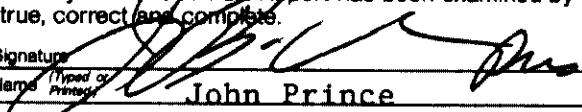


No. 40771	Idaho Corporation Annual Report Form Due No Later Than November 1, 1993	2. Registered Agent and Office NOT A P.O. B CARL BOYER 800 NORTH OVERLAND AVENUE BURLEY ID 83318
Return To Secretary of State Room 203, Statehouse Boise, ID 83720	1. Mailing Address — <i>Please Contact If Not Current</i> BURLEY INN, INC. CARL BOYER 800 NORTH OVERLAND AVENUE BURLEY ID 83318	3. Incorporated Under The Laws of ID NO: 40771
** FINAL NOTICE ** NO FEE REQUIRED		

4. Names and Addresses of Officers and Directors **MUST BE PRINTED OR TYPED**

	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
President:	John Prince	170 S. Main St. Suite 110	Salt Lake	Ut.	84101
Secretary:	W. James Tozer	777 East S. Temple #12F	Salt Lake	Ut.	84102
Directors:	Above and:				
	Dr. Paul Naisbitt	4857 Chukar Lane	Ogden,	Ut.	8440
	Dr. Byron H. Naisbitt	1474 Mitchell Dr.	Ogden	Ut	8440
	James Young	19412 Pompano Lane #101	Huntington Beach,	California	9264 483

5. Nature of Business Hotel	6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete.
	Signature  Name <small>Typed or Printed</small> John Prince
	Date 10/16/93 Title President