

No. C 119038	Due no later than Apr 30, 2001 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	LARRY READ 890 MAIN ST BOISE, ID 83702																																				
	CBGM, INC. LARRY READ 1110 SOUTH INDUSTRY WAY MERIDIAN, ID 83642	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="width: 15%;">Office held</th> <th style="width: 20%;">Name</th> <th style="width: 30%;">Street or P.O. Address</th> <th style="width: 15%;">City</th> <th style="width: 10%;">State</th> <th style="width: 10%;">Zip</th> </tr> </thead> <tbody> <tr> <td>PRESIDENT</td> <td>Woody Justice</td> <td>3520 E Battisfield ROAD</td> <td>Springfield</td> <td>Mo</td> <td>65809</td> </tr> <tr> <td>VICE PRES.</td> <td>RON Robbins</td> <td>801 WALNUT ST.</td> <td>Philadelphia</td> <td>PA</td> <td>19107</td> </tr> <tr> <td>TREASURER</td> <td>JOE Murphy</td> <td>55 E. WASHINGTON ST.</td> <td>Chicago</td> <td>IL</td> <td>60602</td> </tr> <tr> <td>SECRETARY</td> <td>RAY BLISER</td> <td>1607 UNION ST.</td> <td>Schenectady</td> <td>NY</td> <td>12309</td> </tr> <tr> <td colspan="6" style="text-align: center;">SEE ATTACHED LIST OF DIRECTORS</td> </tr> </tbody> </table>			Office held	Name	Street or P.O. Address	City	State	Zip	PRESIDENT	Woody Justice	3520 E Battisfield ROAD	Springfield	Mo	65809	VICE PRES.	RON Robbins	801 WALNUT ST.	Philadelphia	PA	19107	TREASURER	JOE Murphy	55 E. WASHINGTON ST.	Chicago	IL	60602	SECRETARY	RAY BLISER	1607 UNION ST.	Schenectady	NY	12309	SEE ATTACHED LIST OF DIRECTORS					
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5. Organized Under the Laws of: IDAHO C 119038	6. <table border="0" style="width: 100%;"> <tr> <td style="width: 50%;"> Signature  Name (Typed or Printed) LARRY READ </td> <td style="width: 50%;"> Date 5/14/01 Title: Registered Agent XXXX Mar 2001 </td> </tr> </table>		Signature  Name (Typed or Printed) LARRY READ	Date 5/14/01 Title: Registered Agent XXXX Mar 2001																																		
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CONTINENTAL BUYING GROUP, INC.**MEMBERSHIP LIST REVISED 3/06/01****TOTAL NUMBER OF MEMBERS - 59**

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<u>MEMBER'S</u>	<u>ADDRESS</u>	<u>PHONE/FAX</u>
	JEFF LOESER 1107 SOLANO AVE. ALBANY, CA 94706	(510) 526-1772 (510) 526-1348 FAX
	DENNIS ALTER 5905 C PHELAN BLVD BEAUMONT, TX 77706	(409) 835-7330 (409) 835-7160 FAX
	CLYDE BAILEY 117 WINSTED AVENUE ROCKY MOUNT, NC 27804	(252) 443-7676 (252) 443-6894 FAX
	PAUL, RISA, SCOTT, SETH 45 S. MAIN ST. SUITE 310 WEST HARTFORD, CT 06107	(860) 233-3685 (860) 233-8356 FAX
	MARVIN SHAVLAN 333 3rd AVENUE N. SUITE 500 ST. PETERSBURG, FL 33701	(727) 821-2581 (727) 821-6733 FAX
	RONDA L. DAILY 4707 N UNIVERSITY ST. Peoria, IL 61614-5830	(309) 683-1024 (309) 683-1034 FAX

MEMBERSHIP LIST**PAGE 2**

<u>MEMBERS</u>	<u>ADDRESS</u>	<u>PHONE/FAX</u>
	SHERMAN BRODKEY 12165 W. CENTER ROAD SUITE #73 OMAHA, NE 68144	(402) 330-9800 (402) 697-0603 FAX
	HAROLD ROUSSO 4108 PARK ROAD SUITE 300 CHARLOTTE, NC 28209	(704) 527-0095 (704) 527-2233 FAX
	ROGER BUTLER P.O. BOX 1118 SELMA, AL 36702-1118	(334) 874-4616 (334) 872-0081 FAX
	D. CLIFFORD MILLER 856 E. SAHARA AVENUE LAS VEGAS, NV 89104	(702) 732-0136 (702) 732-9932
	JEFFREY HURWITZ 1 SOUTH MARKET STREET P.O. BOX 674 FREDERICK, MD 21701	(301) 663-9252 (301) 663-0223 FAX
	STEVE CORBO 58 PARK AVENUE RUTHERFORD, NJ 07070	(201) 438-3855 (201) 438-3108 FAX
	ALVIN J. FOLAND 1301 COMBERMERE TROY, MI 48083	(248) 585-1848 (248) 585-4770 FAX
	HENRY E. DAVIS (HANK) 113 W. JEFFERSON ST. LOUISVILLE, KY 40202	(502) 587-7707 (502) 585-1747 FAX

MEMBERSHIP LIST

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<u>MEMBERS</u>	<u>ADDRESS</u>	<u>PHONE/FAX</u>
	J.R. DUNN 4210 NORTH FEDERAL HWY. LIGHTHOUSE POINT, FL 33064	(954) 782-5000 (954) 782-6904 FAX
	ERIC FREEDMAN 345 NEW YORK AVE. HUNTINGTON VILLAGE NEW YORK, NY 11743	(631) 423-2000 (631) 673-4466 FAX
	MARK GARCIA 4540 E. MAIN FARMINGTON, NM 87402	(505) 326-7353 (505) 326-2898 FAX
	DAVE DENNIS 7150 E. WASHINGTON STREET INDIANAPOLIS, IN 46219	(317) 352-1300 (317) 352-0400 FAX
	TRAVIS GRIFFIN 704 E. BATTLE STREET TALLADEGA, AL 35160	(256) 362-5282 (256) 362-5858 FAX
	JAY W. KLOS 126 N. COURT ST. FLORENCE, AL 35630	(256) 764-4013 (256) 767-6393 FAX

MEMBERSHIP LIST**PAGE 4**

MEMBERS	ADDRESS	PHONE/FAX
	FRANK GIRNUN SAWGRASS MILLS SHOP. CTR. 12801 W. SUNRISE BLVD. #749 SUNRISE, FL 33322	(954) 846-7181 (954) 846-7178 FAX
	I. JACK MILLER, JR. 317 MAIN STREET FT. WORTH, TX 76102	(817) 336-4051 (817) 336-0064 FAX
	MARY HEALEY 5600 KAVANAUGH OLD HEIGHTS THEATER BLDG. LITTLE ROCK, AR 72207	(501) 661-1314 (501) 661-9368 FAX
	KURT MERCHANT LIBERTY FAIR MALL 240 COMMONWEALTH BLVD. MARTINSVILLE, VA 24112	(540) 632-8435 (540) 632-1298
	JEFF JAFFE 5055 MONROE STREET TOLEDO, OH 43623	(419) 472-4480 (419) 472-3650 FAX
	DAVID KISELSTEIN 1957 BLACK ROCK TURNPIKE FAIRFIELD, CT 06430	(203) 334-4680 (213) 334-5530 FAX
	WOODY JUSTICE 3520 E. BATTLEFIELD RD. SPRINGFIELD, MO 65809	(417) 881-0551 (417) 881-2063 FAX
	KRISTIN KELLEY 107 WEST MAIN STREET WEATHERFORD, OK 73096	(580) 772-2341 (580) 772-8705 FAX

MEMBERSHIP LIST**PAGE 5**

<u>MEMBERS</u>	<u>ADDRESS</u>	<u>PHONE/FAX</u>
	RICHARD KESSLER 15340 W. APPLETON AVE. WENOMONEE FALLS, WI 53051	(262) 251-4573 (262) 251-6670 FAX
	KEVIN BRAL 550 S. HILL STREET SUITE 1150 LOS ANGELES, CA 90012	(213) 622-8900 (213) 622-4035 Fax
	M.J. "BUDDY" BALLIN 4568 POPLAR MEMPHIS, TN 38117	(901) 767-5464 (901) 763-4568 FAX
	DALE PERELMAN 26 E. WASHINGTON STREET NEW CASTLE, PA 16101	(724) 654-5531 (724) 654-5814 FAX
	RUSSELL KORMAN 3806 N. LAMAR AUSTIN, TX 78756	(512) 451-9292 (512) 459-0161 FAX
	ROGER M. LEVI P.O. BOX 8008 EVANSVILLE, IN 47716-8008 800 N. GREEN RIVER RD. (DELIVERIES) EVANSVILLE, IN 47715	(812) 474-3174 (812) 474-3169 FAX
	CHARLES LASKER 3705 S. OAKWOOD MALL DR. EAU CLAIRE, WI 54701	(715) 835-5914 (715) 835-2070 FAX

<u>MEMBERS</u>	<u>ADDRESS</u>	<u>PHONE/FAX</u>
	STEPHEN LENNON 1116 COMMERCIAL DRIVE NEW HARTFORD, NY 13413	(315) 768-4200 (315) 768-7141 FAX
	AARON LEVY P.O. BOX 10147 SAVANNAH, GA 31412 SHIPMENTS ONLY GO TO** LEVY JEWELERS 101 EAST BROUGHTON ST. SAVANNAH, GA 31401	(912) 233-1163 (912) 238-2110
	DEAN NASIFOGLU 7600 PARKLAWN Ave. SUITE 420 EDINA, MN 55435	(952) 832-5212 (952) 832-5098 FAX
	BRIAN LEVINE c/o SUMMIT PARK MALL 6929 WILLIAMS RD NIAGARA FALLS, NY 14304	(716) 297-4366 (716) 297-7278 FAX
	LOUIS MICHELSON ONE EXECUTIVE BLVD. SUITE # 335 P.O. BOX 2680 PADUCAH, KY 42002	(270) 444-0800 (270) 444-0806 FAX
	STEVEN J. LEVINSON 1759 MONMOUTH ST. NEWPORT, KY 41071	(859) 261-0295 (859) 292-3371
	ERNEST MOODY 1137 S. HARVARD TULSA, OK 74112	(918) 834-3371 (918) 835-2084 FAX
	RAY BLESER 1607 UNION STREET SCHENECTADY, NY 12309	(518) 372-3604 (518) 372-0061 FAX

MEMBERSHIP LIST**PAGE 7****MEMBER****ADDRESS****PHONE/FAX**

**JOE MURPHY
55 E. WASHINGTON ST.
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CHICAGO, IL 60602**

**(312) 977-0300
(312)977-0248 FAX**

**BILL OR RUSS CAPLAN
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BURLINEGAME, CA 94010**

**(650) 348-0555
(650) 348-8201 FAX**

**STAN POLLACK
600 ROUNDWOOD DRIVE
SCARBORO, ME 04074**

**(207) 883-8455
(207) 883-1012 FAX**

**CLAYTON HILL
1536 WINCHESTER AVE.
ASHLAND, KY 41101**

**(606) 324-3197
(606) 324-3198 FAX**

**ROBERT RAMSEY
5700 VETERANS MEMORIAL BLVD.
METAIRIE, LA 70003-1734**

**(504) 885-4653
(504) 888-0682 FAX**

**LARRY READ
1110 So. Industry Way
MERIDIAN, ID 83642**

**(208) 376-8800
(208) 376-8801 FAX**

**RON ROBBINS
801 WALNUT STREET
PHILADELPHIA, PA 19107**

**(215) 925-5120
(215) 923-0662 FAX**

**DAVE ROGOWAY
10850 SE FULLER ROAD
MILWAUKIE, OR 97222**

**(503) 653-2897
(503) 653-2617 FAX**

MEMBERSHIP LIST**PAGE 8**

<u>MEMBER</u>	<u>ADDRESS</u>	<u>PHONE / FAX</u>
	JAY & TOM HOYT 225 SECOND AVENUE SE CEDAR RAPIDS, IA 52401	(319) 363-2003 (319) 363-0344 FAX
	ARA & JOHN SIMONIAN 3300 MONROE AVENUE ROCHESTER, NY 14618-4610	(716) 385-6570 (716) 586 - 5856 FAX
	PERRY SPORN 100 SARATOGA VILLAGE BLVD. SUITE 12 MALTA, NY 12020	(518) 899-3331 (518) 899-4499 FAX
	BOB MONTGOMERY 1200 EAST COUNTY LINE RD. SUITE 224 NORTH PARK MALL RIDGELAND, MS 39157	(601) 956-2388 (601) 956-4495 FAX
	BILL ELLIOTT 3401 S U.S. HWY. 41 TERRE HAUTE, IN 47802	(812) 232-0191/2 (812) 232-0192 FAX
	WILLIAM LEVINE 433 VESTAL PARKWAY E. P.O. BOX 1277 VESTAL, NY 13851 - 1277	(607) 729-8700 (607) 729-8703 FAX
	RONNIE WARE 111 S. COLLEGE STREET AUBURN, AL 36830	(334) 821-7375 (334) 821-0383 FAX
	CASEY STEPHENSON 5098 N PALM AVENUE FRESNO, CA 93704-2201	(559) 227-6173 (559) 227-5268