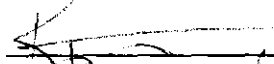


No. W 22413 Return to: SECRETARY OF STATE 450 NORTH FOURTH STREET PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	Due no later than January 31, 2009 Annual Report Form 1. Mailing Address - Correct in this box, if applicable PHASE TWO LLC PO BOX 1532 HAYDEN, ID 83835	2. Registered Agent and Office NO PO BOX BRIAN MATTHEWS 2704 LARRY CT COEUR D'ALENE, ID 83815 3. <u>New</u> Registered Agent Signature
--	---	--

4. Limited Liability Companies: Enter Names and Addresses of Members.

<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
MEMBER/MANAGER	BRIAN MATTHEWS	PO BOX 1532	HAYDEN	ID	83835
MEMBER/MANAGER	JASON KIMMEL	3145 THORNDALE WAY	COEUR D'ALENE	ID	83815

5. Organized Under the Laws of: IDAHO W 22413	6. Signature  Name (Typed or Printed) BRIAN MATTHEWS Date 1-2-09 Title MEMBER/MANAGER
--	--

Issued 11/05/2008

Do Not Tape or Staple

200901006817