



STATE OF RHODE ISLAND  
AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State

Matthew A. Brown, Secretary of  
Corporations Div  
100 North Main Street, Providence, RI 02903-  
401.222

# PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No 91968 2. Name of Corporation Acacia Associates II, Inc.  
3. Street Address Principal Business Office 883 Eddy Street City Providence State RI Zip 02905  
4. Business Phone No 401-461-4469 5. State of Incorporation Rhode Island 6. SIC Code 3095  
7. Brief Description of the Character of Business Conducted in Rhode Island  
To keep and offer for sale beverages, including beer in cans

## 8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS

President Name William T. White, III Street Address 78 Knight Street City Cranston State RI Zip 02920	Vice President Name John F. Cardoza Street Address 571 Broad Street City Providence State RI Zip 02907
Secretary Name John F. Lopez, III Street Address 13 West Brook Way City Cumberland State RI Zip 02864	Treasurer Name L. David Shavers Street Address 16 Heath Street City Newport State RI Zip 02840

## 9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name  Street Address  City  State  Zip  Director Name  Street Address  City  State  Zip	Director Name  Street Address  City  State  Zip  Director Name  Street Address  City  State  Zip
--	--

## 10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐ 11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐

10. SHARES AUTHORIZED			11. SHARES ISSUED		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
4,000 No Par Value			0		

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



9 1 9 6 8

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer William White III Date 2/16/05  
Print or Type Name of Officer William White III  
Pro. Sec. Asst.

FILED

File Date APR 20 2005 3583

Check No. By LS

By: \_\_\_\_\_



STATE OF RHODE ISLAND  
AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State

Matthew A. Brown, Secretary of State  
Corporations Division  
100 North Main Street, Providence, RI 02903-1335  
401 222 3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 91968		2. Name of Corporation Acacia Associates II, Inc.		
3. Street Address Principal Business Office 883 Eddy Street		City Providence	State RI	Zip 02905
4. Business Phone No 401-461-4469		5. State of Incorporation Rhode Island		6. SIC Code 3095
7. Brief Description of the Character of Business Conducted in Rhode Island To keep and offer for sale beverages, including beer in cans				
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name William T. White, III		Vice President Name John F. Cardoza		
Street Address 78 Knight Street		Street Address 571 Broad Street		
City Cranston	State RI	Zip 02920	City Providence	State RI
Secretary Name John F. Lopez, III		Treasurer Name L. David Shavers		
Street Address 13 West Brook Way		Street Address 16 Heath Street		
City Cumberland	State RI	Zip 02864	City Newport	State RI
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name		Director Name		
Street Address		Street Address		
City	State	Zip	City	State
Director Name		Director Name		
Street Address		Street Address		
City	State	Zip	City	State
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> 11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>				
AUTHORIZED SHARES		ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series
4,000 No Par Value			4000	No Par
				0

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



9 1 9 6 8

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer William White III Date JAN 15/04  
Print or Type Name of Officer William White III  
Title of Officer President

File Date RECEIVED  
Check No JAN 26 2004  
By BY 110 3159  
FOR SECRETARY OF STATE USE ONLY



STATE OF RHODE ISLAND  
AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State

Edward S. Inman, III, Secretary of State  
Corporations Division  
100 North Main Street, Providence, RI 02903-1335  
401-222-3040



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR** 2003  
**Filing Period: January 1-March 1 • Filing Fee: \$50.00**

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **91968** 2. Name of Corporation **Acacia Associates II, Inc.**  
3. Street Address Principal Business Office **883 Eddy Street** City **Providence** State **RI** Zip **02905**  
4. Business Phone No. **(401) 461-4439** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **3095**  
7. Brief Description of the Character of Business Conducted in Rhode Island  
**Service of alcoholic beverages and food.**

**8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name <b>Clement E. Harris</b>	Vice President Name <b>William T. White, III</b>
Street Address <b>330 Camp Street</b>	Street Address <b>84 Knight Street</b>
City <b>Providence</b> State <b>RI</b> Zip <b>02904</b>	City <b>Cranston</b> State <b>RI</b> Zip <b>02920</b>
Secretary Name	Treasurer Name
Street Address	Street Address
City	City
State	State
Zip	Zip

**9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name <b>None.</b>	Director Name
Street Address	Street Address
City	City
State	State
Zip	Zip
Director Name	Director Name
Street Address	Street Address
City	City
State	State
Zip	Zip

**10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)**

AUTHORIZED SHARES  
Number of Shares Class/Series Par Value  
**4,000 NO PAR VALUE**

**11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)**

ISSUED SHARES  
Number of Shares Class/Series Par Value  
**0**

This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 9 1 9 6 8 \*

File Date: 1-13-03

Check No.: 2579

By: W

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer William T. White III Date JAN/9/03

Print or Type Name of Officer William T. White III

Title of Officer Vice President



STATE OF RHODE ISLAND  
AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State

Edward S. Inman, III, Secretary of State  
Corporations Division  
160 North Main Street, Providence, RI 02903-1335  
401.222.3040

**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002**

Filing Period: June 1 - June 30 • Filing Fee: \$20.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **91968** 2. Name of Corporation **ACACIA ASSOCIATES II INC.**  
3. State of Incorporation **RI** 4. Corporate address in Rhode Island - Street Address **883 EDDY ST** City **PROVIDENCE** Zip **02905**  
5. Foreign corporation Enter principal office address \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

6. Brief Description of the character of the affairs which are actually conducted in Rhode Island  
**SERVICE OF ALCOHOLIC BEVERAGES & FOOD**

7. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS

President Name **CLEMENT E. HARRIS** Vice President Name **WILLIAM T. WHITE JR**  
Street Address **330 CAMP ST.** Street Address **76 KNIGHT ST.**  
City **PROV.** State **RI** Zip **02904** City **CRAWSTON** State **RI** Zip **02920**  
Secretary Name **JAMES LYNCH** Treasurer Name **RAYMOND SMITH**  
Street Address **81 PEAH TREE ST.** Street Address **187 MELROSE ST.**  
City **N KINGSTOWN** State **RI** Zip **02886** City **PROVIDENCE** State **RI** Zip **02907**

8. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS  
THE NUMBER OF DIRECTORS OF A DOMESTIC (RHODE ISLAND) CORPORATION SHALL NOT BE LESS THAN THREE (3). R.I.G.L. 7-6-23

Director Name **WILLIAM T. WHITE JR** Director Name **WILLIAM T. WHITE JR**  
Street Address **76 KNIGHT ST** Street Address **84 KNIGHT ST.**  
City **CRAWSTON** State **RI** Zip **02920** City **CRAWSTON** State **RI** Zip **02920**  
Director Name **CLEMENT E. HARRIS**  
Street Address **330 CAMP ST.**  
City **PROV** State **RI** Zip **02904**

9. REGISTERED AGENT IN RHODE ISLAND - DO NOT ALTER - Changes require filing of Form 641 - R.I.G.L. 7-6-13 / 7-6-18

Agent Name **CASBY HARRISON JR ESQ** Address **807 BROAD ST.**  
Address \_\_\_\_\_ City **PROVIDENCE** Zip **02907**

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

**FILED**

File Date **NOV 25 2002**

Check No. **By CIT # 43 246120**

By \_\_\_\_\_

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

**William T. White Jr** 11/25/02  
Signature of Officer Date

**WILLIAM T. WHITE JR**  
Print or Type Name of Officer

**VICE PRESIDENT**  
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 91968 2. Name of Corporation ACACIA ASSOCIATES NO. II INC.  
3. Street Address Principal Business Office 883 EDDY STREET City PROVIDENCE State R.I. Zip 02905  
4. Business Phone No. 401-461-4469 5. State of Incorporation RHODE ISLAND 6. SIC Code 3095  
7. Brief Description of the Character of Business Conducted in Rhode Island  
SERVICE OF ALCOHOLIC BEVERAGES & FOOD

8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT)

President Name <u>JAMES PIPPEN</u> Street Address <u>166 BRIGGS ST.</u> City <u>PROVIDENCE</u> State <u>R.I.</u> Zip <u>02905</u> Secretary Name <u>HERBERT UNDELWOOD</u> Street Address <u>42 YELLOWSTONE AVE.</u> City <u>WARWICK</u> State <u>R.I.</u> Zip <u>02888</u>	Vice President Name <u>LACEY PITTS</u> Street Address <u>214 ROBINSON ST.</u> City <u>E. PROVIDENCE</u> State <u>R.I.</u> Zip <u>02914</u> Treasurer Name <u>RAYMOND SMITH</u> Street Address <u>187 MELROSE ST.</u> City <u>PROVIDENCE</u> State <u>R.I.</u> Zip <u>02907</u>
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9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT)

Director Name <u>NONE</u> Street Address  City _____ State _____ Zip _____	Director Name <u>NONE</u> Street Address  City _____ State _____ Zip _____
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10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)

AUTHORIZED SHARES  
Number of Shares 4,000 Class/Series SHS Par Value NO PAR

11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)

ISSUED SHARES  
Number of Shares 0 Class/Series \_\_\_\_\_ Par Value \_\_\_\_\_

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

File Date: FILED MAR 19 2001  
Check No.: 260535  
By: SECRETARY OF STATE  
FOR SECRETARY OF STATE USE ONLY

Signature of Officer JAMES PIPPEN Date \_\_\_\_\_  
Print or Type Name of Officer JAMES PIPPEN  
Title of Officer PRESIDENT



STATE OF RHODE ISLAND  
AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State

James R. Langevin, Secretary of State  
Corporations Division  
100 North Main Street, Providence, RI 02903-1335  
401-277-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 91968 2. Name of Corporation ACACIA ASSOCIATES II INC. State R.I. Zip 02905  
3. Street Address Principal Business Office 883 EDDY STREET City PROVIDENCE  
4. Business Phone No. 401-461-4469 5. State of Incorporation RHODE ISLAND 6. SIC Code 3095  
7. Brief Description of the Character of Business Conducted in Rhode Island SERVICE OF ALCOHOLIC BEVERAGES & FOOD

8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT)

President Name <u>JAMES PIPPEN</u> Street Address <u>166 BRIGGS ST.</u> City <u>PROVIDENCE</u> State <u>R.I.</u> Zip <u>02905</u>	Vice President Name <u>LACEY PITTS</u> Street Address <u>214 ROBINSON ST.</u> City <u>EAST PROV.</u> State <u>R.I.</u> Zip <u>02914</u>
Secretary Name <u>HERBERT UNDERWOOD</u> Street Address <u>42 YELLOWSTONE AVE.</u> City <u>WARWICK</u> State <u>R.I.</u> Zip <u>02888</u>	Treasurer Name <u>RAYMOND SMITH</u> Street Address <u>187 MEADOWS ST.</u> City <u>PROVIDENCE</u> State <u>R.I.</u> Zip <u>02907</u>

9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT)

Director Name <u>NONE</u> Street Address  City  State  Zip	Director Name <u>NONE</u> Street Address  City  State  Zip
Director Name  Street Address  City  State  Zip	Director Name  Street Address  City  State  Zip

10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)

AUTHORIZED SHARES  
Number of Shares 4,000 Class/Series SHS Par Value NO PAR  
4,000.

11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)

ISSUED SHARES  
Number of Shares 0 Class/Series Par Value  
0

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

FILED

10. MAR 90 11 61 AM

File Date: MAR 19 2001

Check No. 200535 By DEANSON

By: \_\_\_\_\_

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct

Signature of Officer James Pippin Date \_\_\_\_\_  
Print or Type Name of Officer JAMES PIPPEN  
Title of Officer PRESIDENT



STATE OF RHODE ISLAND  
AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State

James R. Langevin, Secretary of State  
Corporations Division  
100 North Main Street, Providence, RI 02903-1335  
401-277-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.

2. Name of Corporation

3. Street Address Principal Business Office

Acacia Associates II, Inc.

City

State

Zip

883 Eddy Street

Providence

RI

02905

4. Business Phone No.

5. State of Incorporation

6. SIC Code

(401) 461-4469

RHODE ISLAND

3695

7. Brief Description of the Character of Business Conducted in Rhode Island

Service of Alcoholic Beverages and Food

8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT)

President Name

Vice President Name

Thee Atris Carpenter

James Phippen

Street Address

Street Address

16 Wesleyan Ave.

166 Briggs St.

City

State

Zip

City

State

Zip

Providence, RI RI

02907

Providence

RI

02905

Secretary Name

Treasurer Name

Herbert Underwood

John Lopez

Street Address

Street Address

42 Yellowstone Ave.

883 Eddy St.

City

State

Zip

City

State

Zip

Warwick

RI

02888

Providence

RI

02905

9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT)

Director Name

Director Name

None

Street Address

Street Address

City

State

Zip

City

State

Zip

Director Name

Director Name

Street Address

Street Address

City

State

Zip

City

State

Zip

10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

Number of Shares

Class/Series

Par Value

4,000 SHS NO PAR VALUE

0

None

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: **FILED**

Check No.: **JUN 14 1999**

By: **6077**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

**James Phippen**  
Signature of Officer

**6/28/99**  
Date

**Thee Atris Carpenter**

Print or Type Name of Officer

**President**

Title of Officer



STATE OF RHODE ISLAND  
AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State

James R. Langevin, Secretary of State  
Corporations Division  
100 North Main Street, Providence, RI 02903-1335  
401-277-3040



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR** 1998

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 91968 2. Name of Corporation Acacia Associates II, Inc.  
3. Street Address Principal Business Office City State Zip  
883 Eddy Street Providence RI 02905  
4. Business Phone No. 5. State of Incorporation 6. SIC Code  
(401) 461-4469 Rhode Island 3095

7. Brief Description of the Character of Business Conducted in Rhode Island  
Service of alcoholic beverages and food

**8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT) X**

President Name <u>Thee Artis Carpenter</u> Street Address <u>16 Wesleyan Avenue</u> City State Zip <u>Providence RI 02907</u>	Vice President Name <u>James Pipper</u> Street Address <u>166 Briggs Street</u> City State Zip <u>Providence RI 02905</u>
Secretary Name <u>Clement Harris</u> Street Address <u>276 Camp Street</u> City State Zip <u>Providence RI 02906</u>	Treasurer Name <u>William T. White, Jr.</u> Street Address <u>84 Knight Street</u> City State Zip <u>Cranston RI 02902</u>

**9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT)**

Director Name <u>None</u> Street Address  City State Zip   	Director Name  Street Address  City State Zip   
Director Name  Street Address  City State Zip   	Director Name  Street Address  City State Zip   

**10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)**

AUTHORIZED SHARES		
Number of Shares	Class/Series	Par Value
<u>4,000</u>	<u>Common</u>	<u>No Par Value</u>

**11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)**

ISSUED SHARES		
Number of Shares	Class/Series	Par Value
<u>2,000</u>	<u>Common</u>	<u>No Par Value</u>

This report must be **signed in ink** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: 3/6/98

Check No.: 29665

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Casby Harrison III 3-2-98  
Signature of Officer Date

Casby Harrison III, Assistant Secretary  
Print or Type Name of Officer

Title of Officer

91968.1

Acacia Associates II, INC.

Corporate ID No.: 91968

8. Names and addresses of the officers:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Casby Harrison III	Asst.Secretary	One Park Row Providence, RI 02903



STATE OF RHODE ISLAND  
AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State

James R. Langevin, Secretary of State  
Corporations Division  
100 North Main Street, Providence, RI 02903-1335  
401-277-3040



**PROFIT CORPORATION ANNUAL REPORT 1997**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 91968  
2. Name of Corporation Acacia Associates II, Inc.  
3. Street Address Principal Business Office 883 Eddy Street  
City Providence State RI Zip 02905  
4. Business Phone No. (401) 461-4469  
5. State of Incorporation Rhode Island  
6. SIC Code 3095

7. Brief Description of the Character of Business Conducted in Rhode Island  
Tavern

**8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT)**

President Name Thee Artis Carpenter Street Address 16 Wesleyan Ave. City Providence State RI Zip 02907	Vice President Name James Phippen Street Address 166 Briggs Street City Providence State RI Zip 02905
Secretary Name Clement Harris Street Address 276 Camp Street City Providence State RI Zip 02906	Treasurer Name William T. White, Jr. Street Address 84 Knight Street City Cranston State RI Zip 02902

**9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT)**

Director Name None Street Address City State Zip	Director Name Street Address City State Zip
Director Name Street Address City State Zip	Director Name Street Address City State Zip

**10. SHARES AUTHORIZED AND ISSUED (\*X\* BOX FOR ATTACHMENT)**

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
4,000	Common	No Par Value	2,000	Common	No Par Value

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: 8/5/97

Check No.: 5555

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Thee Artis Carpenter, June 1997  
Signature of Officer Date

Thee Artis Carpenter  
Print or Type Name of Officer

President  
Title of Officer