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**Apr 04 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 844753 (4)
1. Corporation Name
R A F FINANCIAL CORPORATION



Principal Place of Business: **ONE NORWEST CENTER 1700 LINCOLN ST. 32ND FL DENVER CO 80203 US**
Mailing Address: **ONE NORWEST CENTER 1700 LINCOLN ST. 32ND FL DENVER CO 80203-4501 US**

3. Date Incorporated or Qualified: **12/05/1979**
3a. Date of Last Report: **02/06/1996**
4. FEI Number: **84-0678189**
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s 199.032, Florida Statutes: Yes No

2. Principal Place of Business: **21 One Norwest Center**
2a. Mailing Address: **26 One Norwest Center**
22 **1700 Lincoln St., 32nd Fl.**
27 **1700 Lincoln St., 32nd Fl.**
23 **Denver, CO 80203**
28 **Denver, CO 80203**
24 **USA**
25 **USA**
29 **USA**
30 **USA**

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	VS	<input type="checkbox"/> DELETE
NAME	MCMAHAN, MARSHA	
STREET ADDRESS	ONE NORWEST CTR., 1700 LINCOLN ST., 32 FL	
CITY - ST - ZIP	DENVER CO	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	FITZNER, ROBERT A, JR	
STREET ADDRESS	ONE NORWEST CTR., 1700 LINCOLN, 32, FL.	
CITY - ST - ZIP	DENVER CO	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	WILSON, ARLENE M.	
STREET ADDRESS	ONE NORWEST CTR., 1700 LINCOLN, 32ND FLR.	
CITY - ST - ZIP	DENVER CO	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	GARY COOK
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	GARY COOK
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: **GARY L. COOK** 3-27-97 303-860-1700
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)