

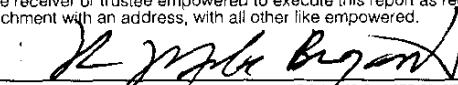


Amended to add additional officers & directors
**2004 FOR PROFIT CORPORATION
 AMENDED ANNUAL REPORT**

1 OF 4

DOCUMENT # 188569				FILED 04 MAY 12 PM 3:49 SECRETARY OF STATE TALLAHASSEE, FLORIDA 	
1. Entity Name PIONEER METALS INC.					
Principal Place of Business 6501 NW 37TH AVENUE MIAMI, FL 33147 US		Mailing Address 6501 NW 37TH AVENUE MIAMI, FL 33147 US		04282004 Chg-P CR2E034 (10/03)	
2. Principal Place of Business		3. Mailing Address		4. FEI Number 59-0773846	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		Applied For Not Applicable	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip	Country	Zip	Country		
6. Name and Address of Current Registered Agent			7. Name and Address of New Registered Agent		
CT CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION, FL 33324			Name		
			Street Address (P.O. Box Number is Not Acceptable)		
			City		
			FL Zip Code		
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ DATE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small>					
Amended AR is \$61.25		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/>		\$5.00 May Be Added to Fees	
10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE	CD	<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	GOODMAN, JOHN		NAME	see attached additions	
STREET ADDRESS	2550 NORTH LOOP WEST, SUITE 400		STREET ADDRESS		
CITY-ST-ZIP	HOUSTON, TX 77092		CITY-ST-ZIP		
TITLE	V	<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	BLACKBURN, LAWRENCE M		NAME	2000384283500	
STREET ADDRESS	2550 NORTH LOOP WEST, SUITE 400		STREET ADDRESS	06/29/04--01070--003 **\$61.25	
CITY-ST-ZIP	HOUSTON, TX 77092		CITY-ST-ZIP		
TITLE	VS	<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	CAMPBELL, BEN		NAME		
STREET ADDRESS	2550 NORTH LOOP WEST, SUITE 400		STREET ADDRESS		
CITY-ST-ZIP	HOUSTON, TX 77092		CITY-ST-ZIP		
TITLE		<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME			NAME		
STREET ADDRESS			STREET ADDRESS		
CITY-ST-ZIP			CITY-ST-ZIP		
TITLE		<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME			NAME		
STREET ADDRESS			STREET ADDRESS		
CITY-ST-ZIP			CITY-ST-ZIP		
TITLE		<input type="checkbox"/> Delete	TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME			NAME		
STREET ADDRESS			STREET ADDRESS		
CITY-ST-ZIP			CITY-ST-ZIP		
12. I 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 report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.					
SIGNATURE: 				4/28/04 713-861-2500	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR				Date Daytime Phone #	

Attachments 188569

2054

**2004 For Profit Corporation Amended Annual Report
Pioneer Metals Inc.**

Question number 11, Additions and Changes to Officers and Directors

D

Betsy G. Abell
2550 North Loop West, Suite 400
Houston, Texas 77092

D

G. Hughes Abell
2550 North Loop West, Suite 400
Houston, Texas 77092

D

Meg Goodman
2550 North Loop West, Suite 400
Houston, Texas 77092

D/CFO

Charles A. Carroll
2550 North Loop West, Suite 400
Houston, Texas 77092

P

James L. Mishler
2550 North Loop West, Suite 400
Houston, Texas 77092

V

Donald R. King
2550 North Loop West, Suite 400
Houston, Texas 77092

V

Peter H. Alexander
2550 North Loop West, Suite 400
Houston, Texas 77092

V

Samuel G. Bikman
2550 North Loop West, Suite 400
Houston, Texas 77092

~~Attachment~~ - 188569

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A

V

Gary L. Clark
2550 North Loop West, Suite 400
Houston, Texas 77092

V

Terrance M. Smith
2550 North Loop West, Suite 400
Houston, Texas 77092

V

William L. Topper
2550 North Loop West, Suite 400
Houston, Texas 77092

V

Mike Bride
2550 North Loop West, Suite 400
Houston, Texas 77092

V

Mike Gray
2550 North Loop West, Suite 400
Houston, Texas 77092

V

Raymond V. Carroll, Jr.
2550 North Loop West, Suite 400
Houston, Texas 77092

V

Jeffery R. Ellingham
2550 North Loop West, Suite 400
Houston, Texas 77092

V

Mike Frahlman
2550 North Loop West, Suite 400
Houston, Texas 77092

V

Richard J. Pierce
2550 North Loop West, Suite 400
Houston, Texas 77092

Attachments 182569

X
9
X

V

Tim Pischulla
2550 North Loop West, Suite 400
Houston, Texas 77092

V

Gregory Vensel
2550 North Loop West, Suite 400
Houston, Texas 77092

V/T

Ardee Toppe
2550 North Loop West, Suite 400
Houston, Texas 77092

Associate General Counsel/ AS

R. Mike Bryant
2550 North Loop West, Suite 400
Houston, Texas 77092

AS

Cynthia Smith
2550 North Loop West, Suite 400
Houston, Texas 77092

AT

Nancy Rogers McNease
2550 North Loop West, Suite 400
Houston, Texas 77092