

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
May 12 1998 8:00am  
Secretary of State

|                                                       |                                                                                   |                                                                                                           |
|-------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br><b>1998</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|-------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

DOCUMENT # **850385** (6)  
1. Corporation Name  
**WADDELL & REED, INC.**

|                                                                                                        |                                                                                            |
|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| Principal Place of Business<br><b>6300 LAMAR<br/>P. O. BOX 29217<br/>SHAWNEE MISSION KS 66201-6217</b> | Mailing Address<br><b>6300 LAMAR<br/>P. O. BOX 29217<br/>SHAWNEE MISSION KS 66201-6217</b> |
|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|



DO NOT WRITE IN THIS SPACE

|                                                                                                                                                              |                                                        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| 3. Date Incorporated or Qualified<br><b>09/16/1981</b>                                                                                                       |                                                        |
| 4. FEI Number<br><b>43-1235675</b>                                                                                                                           | Applied For<br><input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/>                                                                                                    | <b>\$8.75</b> Additional Fee Required                  |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>                                                                              | <b>\$5.00</b> May Be Added to Fees                     |
| 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No |                                                        |

|                                                                                                                                      |  |                                                                                                                                                  |  |
|--------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country                                  |  | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country                                                         |  |
| 9. Name and Address of Current Registered Agent<br><b>CT CORPORATION SYSTEM<br/>1200 S. PINE ISLAND ROAD<br/>PLANTATION FL 33324</b> |  | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City<br>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 |                        | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                   |
| TITLE                      | VPC                    | 1.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | STROHM, MICHAEL D.     | 1.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 6 WEST 53RD TERR.      | 1.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | KANSAS CITY MO         | 1.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | VP                     | 2.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | WILLIAMS, ROBERT J.    | 2.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 26950 W 108TH ST.      | 2.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | OLATHE KS              | 2.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | CD                     | 3.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | TUCKER, KEITH A.       | 3.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 433 WARD PARKWAY #25   | 3.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | KANSAS CITY MO         | 3.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | EVT                    | 4.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | HECHLER, ROBERT L      | 4.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 6027 LOCKTON LN        | 4.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | FAIRWAY KS             | 4.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | D                      | 5.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | HERRMAN, HENRY J.      | 5.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 9980 HEMLOCK DR.       | 5.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | OVERLAND PARK KS       | 5.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | VP                     | 6.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | HOWEY, WILLIAM D., JR. | 6.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 800 FAIRWAY HOLMES CT. | 6.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | LEE'S SUMMIT MO        | 6.4 CITY-ST-ZIP                                       |                                                                   |

14. 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 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: \_\_\_\_\_

4/23/98 (913)236-1966

CR2E034 (10/97)

**WADDELL & REED, INC.**  
**DIRECTORS AND OFFICERS**

|                         |                                                                                                  |                                                 |
|-------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------|
| Keith A. Tucker         | Chairman of the Board<br>and Director                                                            | 433 Ward Parkway - #25<br>Kansas City, MO 64112 |
| Robert L. Hechler       | President, Treasurer, Chief<br>Executive Officer, Principal<br>Financial Officer and<br>Director | 6027 Lockton Lane<br>Fairway, KS 66205          |
| Robert J. Williams, Jr. | Executive Vice President<br>and National Sales Manager                                           | 26950 W. 108th Street<br>Olathe, KS 66061       |
| Henry J. Herrmann       | Director                                                                                         | 26801 W. 108th<br>Olathe, KS 66061              |
| Sharon K. Pappas        | Senior Vice President,<br>Secretary and General<br>Counsel                                       | 13101 Benson St.<br>Overland Park, KS 66213     |
| Michael D. Strohm       | Senior Vice President<br>and Controller                                                          | 6 West 53rd Terrace<br>Kansas City, MO 64112    |
| David R. Burford        | Vice President, Assistant<br>Secretary and Associate<br>General Counsel                          | 8015 N.W. Lakeview Dr.<br>Parkville, MO 64152   |
| Michael G. Gerken       | Senior Vice President                                                                            | 1101 W. 102nd Terrace<br>Kansas City, MO 64145  |
| Steven E. Hermes        | Vice President                                                                                   | 9531 Belinder<br>Leawood, KS 66206              |
| William D. Howey, Jr.   | Vice President                                                                                   | 8740 Cherokee Lane<br>Leawood, KS 66206         |
| Terry M. Parker         | Vice President                                                                                   | 1209 N.W. 18th St.<br>Blue Springs, MO 64015    |
| Bradford R. Smith       | Assistant Vice President                                                                         | 3592 Chapel Dr.<br>Lee's Summit, MO 64063       |

**WADDELL & REED, INC.**  
**DIRECTORS AND OFFICERS**

|                          |                                                              |                                                       |
|--------------------------|--------------------------------------------------------------|-------------------------------------------------------|
| <b>Cheryl D. Hancock</b> | <b>Assistant Vice President<br/>and Assistant Controller</b> | <b>2304 S.W. 10th St.<br/>Blue Springs, MO 64015</b>  |
| <b>Sara L. Kircher</b>   | <b>Assistant Vice President</b>                              | <b>5201 W. 80th St.<br/>Prairie Village, KS 66208</b> |
| <b>James M.Croy</b>      | <b>Assistant Vice President</b>                              | <b>11521 Canterbury Circle<br/>Leawood, KS 66209</b>  |