

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

FILED
May 21 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000000663 (4)
 1. Corporation Name
PROCESSORS UNLIMITED OPERATING COMPANY



Principal Place of Business 5339 ALPHA ROAD, SUITE 200 DALLAS TX 75240	Mailing Address 5339 ALPHA ROAD, SUITE 200 DALLAS TX 75240
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

3. Date Incorporated or Qualified 02/10/1994	
4. FEI Number 75-2449803	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 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	

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
 1200 SOUTH 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	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	D	<input type="checkbox"/> DELETE
NAME	SVANDA, STEVE	
STREET ADDRESS	7955 E ARAPAHOE CT #1400	
CITY-ST-ZIP	ENGLEWOOD CO	
TITLE	VCFO	<input type="checkbox"/> DELETE
NAME	SUMNER, BRYCEON J	
STREET ADDRESS	5339 ALPHA RD #200	
CITY-ST-ZIP	DALLAS TX	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ROBERT, JULIEN	
STREET ADDRESS	5339 ALPHA RD SUITE 200	
CITY-ST-ZIP	DALLAS TX	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	MCKERRAN, D R	
STREET ADDRESS	5339 ALPHA RD SUITE 200	
CITY-ST-ZIP	DALLAS TX	
TITLE	D	<input type="checkbox"/> DELETE
NAME	CLARKE, MIKE	
STREET ADDRESS	5339 ALPHA ROAD, SUITE 200	
CITY-ST-ZIP	DALLAS TX	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	ROBERTSON, GREG	
STREET ADDRESS	5339 ALPHA RD SUITE 200	
CITY-ST-ZIP	DALLAS TX	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
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 type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
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 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, on an attachment with my address.

CR2E034 (10/97)

9-11-97

**PROCESSORS UNLIMITED OPERATING CO. (GENERAL PARTNER)
DIRECTOR INFORMATION**

Mike Clarke
Thomas E. Davies
Robert Julien
Walter L. Naftzger
John Sullivan
Joe Sullivan
Steve Svanda
Greg Robertson
Mark Fabricius

c/o:
Processors Unlimited Operating Co.
5339 Alpha Road, Suite 200
Dallas, TX 75240