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95 MAY -1 PM 3:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION ANNUAL REPORT 1995



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

DOCUMENT # **P07754** (5)
1. Corporation Name
THE BENHAM GROUP, INC.

Principal Place of Business Mailing Address
9400 NORTH BROADWAY P. O. BOX 20400 OKLAHOMA CITY OK 73156

DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 3a. Date of Last Report
10/15/1985 05/01/1994
4. FEI Number Applied For
73-1256200 Not Applicable
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

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 _____ DATE _____
Signature (typed or printed name of registered agent and fee if applicable) NOTE: Registered Agent Signature required when registering.

12. OFFICERS AND DIRECTORS

TITLE	VD
NAME	ALLISON, WILLIAM E.
STREET ADDRESS	9400 NORTH BROADWAY
CITY ST ZIP	OKLAHOMA CITY OK
TITLE	VD
NAME	NELSON, KENNETH A./ASST.
STREET ADDRESS	9400 NORTH BROADWAY
CITY ST ZIP	OKLAHOMA CITY OK
TITLE	VD
NAME	WHITMAN, S DONNELL
STREET ADDRESS	5314 SOUTH YALE
CITY ST ZIP	TULSA OK
TITLE	PD
NAME	WICKENS, DONALD L.
STREET ADDRESS	9400 N BROADWAY
CITY ST ZIP	OKLAHOMA CITY OK
TITLE	TS
NAME	SMITH, H ALLEN
STREET ADDRESS	9400 NORTH BROADWAY
CITY ST ZIP	OKLAHOMA CITY OK
TITLE	VD
NAME	BENHAM, WEBSTER LANCE
STREET ADDRESS	9400 N BROADWAY
CITY ST ZIP	OKLAHOMA CITY OK

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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	T
5.3 STREET ADDRESS	Thornton, Donald L.
5.4 CITY ST ZIP	9400 North Broadway Oklahoma City, OK
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	S
6.3 STREET ADDRESS	Cantrall, Donna M.
6.4 CITY ST ZIP	9400 North Broadway Oklahoma City, OK

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(b), Florida Statutes. I further certify that the information included 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: *Donald L. Thornton* DONALD L. THORNTON 4-22-95 (405) 478-2857
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE (CHAPTER 607)