

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

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS

FILED May 07, 1999 8:00 am Secretary of State

05-07-1999 90167 015 ***150.00

DOCUMENT # P07754

1. Corporation Name THE BENHAM GROUP, INC.



DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 10/15/1985 4. FEI Number 73-1256200 Applied For 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 owes the current year Intangible Personal Property Tax. Yes No

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

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 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS VD ALLISON, WILLIAM E. 9400 NORTH BROADWAY OKLAHOMA CITY OK VD NELSON, KENNETH A./ASST. 9400 NORTH BROADWAY OKLAHOMA CITY OK VD WHITMAN, S DONNELL 5314 SOUTH YALE TULSA OK PD WICKENS, DONALD L. 9400 N BROADWAY OKLAHOMA CITY OK T GRAVES, MICHAEL J 9400 N BROADWAY OKLAHOMA CITY OK VD BENHAM, WEBSTER LANCE 9400 N BROADWAY OKLAHOMA CITY OK

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP 6.1 TITLE 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, or on an attachment with an address, with all other like empowered.

SIGNATURE: [Signature] 4-23-99 (405) 478-5357

CR2E034 (1/98)