

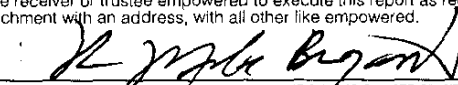


Amended to add additional officers & directors
2004 FOR PROFIT CORPORATION
AMENDED ANNUAL REPORT

1074

DOCUMENT # 188569 1. Entity Name PIONEER METALS INC.						<div style="font-size: 24px; font-weight: bold;">FILED</div> <div style="font-size: 18px;">04 MAY 12 PM 3:49</div> <div style="font-size: 14px;">SECRETARY OF STATE TALLAHASSEE, FLORIDA</div>	
Principal Place of Business 6501 NW 37TH AVENUE MIAMI, FL 33147 US				Mailing Address 6501 NW 37TH AVENUE MIAMI, FL 33147 US			
2. Principal Place of Business		3. Mailing Address					
Suite, Apt. #, etc.		Suite, Apt. #, etc.					
City & State		City & State					
Zip		Country					
4. FEI Number 59-0773846				Applied For <input type="checkbox"/> Not Applicable			
5. Certificate of Status Desired <input type="checkbox"/>				\$8.75 Additional Fee Required			
6. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION, FL 33324				7. Name and Address of New Registered Agent 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 _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE</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 NAME STREET ADDRESS CITY-ST-ZIP	CD GOODMAN, JOHN 2550 NORTH LOOP WEST, SUITE 400 HOUSTON, TX 77092 <input type="checkbox"/> Delete			TITLE NAME STREET ADDRESS CITY-ST-ZIP	see attached additions 200038428352 <input type="checkbox"/> Addition 06/29/04--01070--003 **\$61.25		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V BLACKBURN, LAWRENCE M 2550 NORTH LOOP WEST, SUITE 400 HOUSTON, TX 77092 <input type="checkbox"/> Delete			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VS CAMPBELL, BEN 2550 NORTH LOOP WEST, SUITE 400 HOUSTON, TX 77092 <input type="checkbox"/> Delete			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete			TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
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			
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>				<small>Date Daytime Phone #</small>			

Attachment 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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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 188569

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