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**Feb 12 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 817139 (9)
1. Corporation Name
TRAYLOR BROS., INC.



Principal Place of Business Mailing Address
**835 N. CONGRESS AVE. (47715)
P.O. BOX 5165
EVANSVILLE INDIANA 47716-5165
US**

3. Date Incorporated or Qualified **05/09/1962** 3a. Date of Last Report **03/06/1996**
4. FEI Number **35-0799154** 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

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

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D <input type="checkbox"/> DELETE
NAME	TRAYLOR, WILLIAM F
STREET ADDRESS	835 N CONGRESS AVENUE
CITY-ST-ZIP	EVANSVILLE, IN 00000
TITLE	SVP <input type="checkbox"/> DELETE
NAME	ANNAKIN, JOSEPH W
STREET ADDRESS	835 N. CONGRESS AVE.
CITY-ST-ZIP	EVANSVILLE IN
TITLE	TAS <input type="checkbox"/> DELETE
NAME	SCHMIDT, DENNIS A.
STREET ADDRESS	835 N CONGRESS AVENUE
CITY-ST-ZIP	EVANSVILLE IN
TITLE	PD <input type="checkbox"/> DELETE
NAME	TRAYLOR, THOMAS W
STREET ADDRESS	835 N CONGRESS AVENUE
CITY-ST-ZIP	EVANSVILLE, IN 00000
TITLE	VD <input type="checkbox"/> DELETE
NAME	TRAYLOR, GLEN R
STREET ADDRESS	2021 MIDWEST RD, ROOM 320
CITY-ST-ZIP	OAK BROOK IL
TITLE	V <input checked="" type="checkbox"/> DELETE
NAME	HUMMEL, J H
STREET ADDRESS	835 N CONGRESS AVENUE
CITY-ST-ZIP	EVANSVILLE, IN 00000

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	

(SEE ATTACHED LIST FOR ADDITIONAL OFFICERS/DIRECTORS)

14. I do 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: _____ SIGNATURE REQUIRED **DENNIS A. SCHMIDT**
TREAS/ASST. SECY. **1/30/97** **812/477-1542**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CFR2E034 (9/96)

TRAYLOR BROS., INC. - OFFICERS

Thomas W. Traylor	President	835 N. Congress Ave., P.O. Box 5165 Evansville, IN 47716-5165, (812)477-1542
Glen R. Traylor	Exec. Vice President	2021 Midwest Road, Room 320 Oak Brook, IL 60521, (630)953-8520
A. Roger Foreman	Exec. Vice Pres./ General Mgr.	835 N. Congress Ave., P.O. Box 5165 Evansville, IN 47716-5165, (812)477-1542
Joseph W. Annakin	Vice President/ Secretary	835 N. Congress Ave., P.O. Box 5165 Evansville, IN 47716-5165, (812)477-1542
George E. Williamson	Vice President	1233 Quarry Lane, Ste. 100, PO Box 189 Pleasanton, CA 94566, (510)484-0444
Joseph M. Duffy	Vice President	835 N. Congress Ave., P.O. Box 5165 Evansville, IN 47716-5165 (812)477-1542
J. H. Dastur	Vice President	1200 Quail St., Suite 270 Newport Beach, CA 92660 (714)475-0444
Dennis A. Schmidt	Treas./Asst. Secy.	835 N. Congress Ave., P.O. Box 5165 Evansville, IN 47716-5165 (812)477-1542

BOARD OF DIRECTORS

William F. Traylor	835 N. Congress Ave., P.O. Box 5165 Evansville, IN 47716-5165	(812) 477-1542
Thomas W. Traylor	835 N. Congress Ave., P.O. Box 5165 Evansville, IN 47716-5165	(812) 477-1542
Glen R. Traylor	2021 Midwest Road, Room 320 Oak Brook, IL 60521	(630) 953-8520
Thomas W. Traylor, Jr.	3860 Willowcrest Ave. Studio City, CA 91604	(818) 766-1655
Michael T. Traylor	1693 Monument Rd. San Diego, CA 92154	(619) 690-0444
A. Roger Foreman	835 N. Congress Ave., P.O. Box 5165 Evansville, IN 47716-5165	(812) 477-1542