

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

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May 01 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 # 817139 (9)
1. Corporation Name
TRAYLOR BROS., INC.



Principal Place of Business 835 N. CONGRESS AVE. (47715) P.O. BOX 5165 EVANSVILLE INDIANA 47716-5165 US	Mailing Address 835 N. CONGRESS AVE. (47715) P.O. BOX 5165 EVANSVILLE INDIANA 47716-5165 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/09/1962	
21	22	26	27	4. FEI Number 35-0799154	Applied For <input type="checkbox"/> Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23	24	25	28	29	30
Zip	Country	Zip	Country	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	

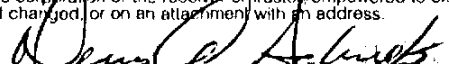
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent	
				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				FL	85 Zip Code

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				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	D	<input type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	TRAYLOR, WILLIAM F			1.2 NAME	PLEASE SEE ATTACHED LIST FOR		
STREET ADDRESS	835 N CONGRESS AVENUE			1.3 STREET ADDRESS	FOR REVISIONS AND ADDITIONAL		
CITY-ST-ZIP	EVANSVILLE, IN 00000			1.4 CITY-ST-ZIP	OFFICERS/DIRECTORS.		
TITLE	SVP	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	ANNAKIN, JOSEPH W			2.2 NAME			
STREET ADDRESS	835 N. CONGRESS AVE.			2.3 STREET ADDRESS			
CITY-ST-ZIP	EVANSVILLE IN			2.4 CITY-ST-ZIP			
TITLE	TAS	<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	SCHMIDT, DENNIS A.			3.2 NAME			
STREET ADDRESS	835 N CONGRESS AVENUE			3.3 STREET ADDRESS			
CITY-ST-ZIP	EVANSVILLE IN			3.4 CITY-ST-ZIP			
TITLE	PD	<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	TRAYLOR, THOMAS W			4.2 NAME			
STREET ADDRESS	835 N CONGRESS AVENUE			4.3 STREET ADDRESS			
CITY-ST-ZIP	EVANSVILLE, IN 00000			4.4 CITY-ST-ZIP			
TITLE	VD	<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	TRAYLOR, GLEN R			5.2 NAME			
STREET ADDRESS	2021 MIDWEST RD, ROOM 320			5.3 STREET ADDRESS			
CITY-ST-ZIP	OAK BROOK IL			5.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				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, supplemental annual reports 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:  Dennis A. Schmidt
Treas/Asst.Secy. 04/24/98 812/477-1542

CR2E034 (10/97)

TRAYLOR BROS., INC. - OFFICERS

Thomas W. Traylor	Chmn. of Bd./CEO	835 N. Congress Ave., P.O. Box 5165 Evansville, IN 47716-5165, (812)477-1542
Glen R. Traylor	Sr. Vice President	2021 Midwest Road, Suite 200 Oak Brook, IL 60521, (630)953-8520
A. Roger Foreman	President/COO	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	34 Executive Park, Suite 100 Irvine, CA 92614 (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, Suite 200 Oak Brook, IL 60521	(630) 953-8520
Thomas W. Traylor, Jr.	34 Executive Park, Suite 100 Irvine, CA 92614	(818) 766-1655
Michael T. Traylor	1693 Monument Rd. San Diego, CA 92154	(619) 690-0444
Joseph W. Annakin	835 N. Congress Ave., P.O. Box 5165 Evansville, IN 47716-5165	(812) 477-1542
A. Roger Foreman	835 N. Congress Ave., P.O. Box 5165 Evansville, IN 47716-5165	(812) 477-1542
George E. Williamson	1233 Quarry Lane, Ste. 100, PO Box 189 Pleasanton, CA 94566	(510) 484-0444