

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

FILED
Mar 06 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 # 836536 (3)

1. Corporation Name
FIDELITY FIRST INSURANCE COMPANY

Principal Place of Business 501 W I-44 SERVICE #400 OKLAHOMA CITY OK 73118 US	Mailing Address 501 W I-44 SERVICE ROAD #400 OKLAHOMA CITY OK 73118 US
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DO NOT WRITE IN THIS SPACE

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. Zip	29. Zip
25. Country	30. Country

3. Date Incorporated or Qualified 06/16/1976	
4. FEI Number 75-2667578	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
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

**STATE INSURANCE COMMISSIONER
 CAPITOL BUILDING
 TALLAHASSEE FL 32304**

10. Name and Address of New Registered Agent

81. Name	
82. Street Address (P.O. Box Number is Not Acceptable)	
83.	
84. City	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 title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		
TITLE	PD	<input type="checkbox"/> DELETE
NAME	PRATER, CHARLES T	
STREET ADDRESS	501 W I-44 SERVICE RD, #400	
CITY-ST-ZIP	OKLAHOMA CITY OK	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	VLACH, ROBERT B	
STREET ADDRESS	4001 MCEWEN DRIVE, #200	
CITY-ST-ZIP	DALLAS TX	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	PALACIOS, CONNIE	
STREET ADDRESS	4001 MCEWEN DR, #200	
CITY-ST-ZIP	DALLAS TX	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	WOELKE, VERNON R	
STREET ADDRESS	4001 MCEWEN DR, #200	
CITY-ST-ZIP	DALLAS TX	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	CLINGMAN, MICHAEL J	
STREET ADDRESS	501 W I-44 SERVICE RD, #400	
CITY-ST-ZIP	OKLAHOMA CITY OK	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WILLINGHAM, SHERYL K	
STREET ADDRESS	501 W I-44 SERVICE ROAD, #400	
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 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		

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.

SIGNATURE: *Charles T. Prater* Charles T. Prater 2/26/98 (405) 848-0179

CP2E034 (10/97)