

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

FILED
Mar 09 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 # F92000000058 (9)

1. Corporation Name
KENTUCKY FINANCE CO., INC.

Principal Place of Business
250 CARPENTER FREEWAY
IRVING TX 75062-2729

Mailing Address
P O BOX 680237
CORP TAX DEPT
DALLAS TX 75266-0237
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/02/1992	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 61-0402867	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	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

THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

81 Name

82 Street Address (P.O. Box Number Is Not Acceptable)

83

84 City

FL

85 Zip Code

10. Name and Address of New Registered Agent

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

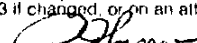
Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHN E. GODFREY	1.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	1.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHN E. GODFREY	2.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JAMES S. JOHNSON	3.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	3.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	3.4 CITY-ST-ZIP	
TITLE	AVAS	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GREENE, PATRICK J.	4.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	4.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	4.4 CITY-ST-ZIP	
TITLE	VT	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HUGHES, JOHN F	5.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	5.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	5.4 CITY-ST-ZIP	
TITLE	S	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAYES, TIMOTHY M	6.2 NAME	
STREET ADDRESS	250 CARPENTER FREEWAY	6.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	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 and the signature of the registered agent on 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 to this report.

SIGNATURE:  PATRICK J. GREENE
ASST VICE PRESIDENT & ASST SECRETARY

2/28/98

CR2E034 (10/97)