

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

FILED
May 26 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 # F96000002590 (5)

1. Corporation Name
PRODRIVERS, INC.



Principal Place of Business
592 N ELLIS ROAD, STE 105
JACKSONVILLE FL 32205

Mailing Address
222 W. LAS COLINAS BLVD
1250
IRVING TX 75039
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 7033 Commonwealth Ave Suite, Apt. #, etc. 22 Ste. #7 City & State 23 Jacksonville Zip 24 32220 Country 25		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30		3. Date Incorporated or Qualified 04/25/1996	
		4. FEI Number 84-1068367		Applied For 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 NATIONAL CORPORATE RESEARCH LTD., INC. 1406 HAYS STREET, STE #2 TALLAHASSEE FL 32301				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

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	PCD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ENGLAND, DANIEL L	1.2 NAME	
STREET ADDRESS	222 W LAS COLINAS BLVD, STE 1250	1.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	1.4 CITY-ST-ZIP	
TITLE	V	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SAVAGE, ALAN C	2.2 NAME	CHAIRMAN, PRESIDENT, D
STREET ADDRESS	222 W LAS COLINAS BLVD, STE 1250	2.3 STREET ADDRESS	MICHAEL F MANCIUALANO
CITY-ST-ZIP	IRVING TX	2.4 CITY-ST-ZIP	888 W. LAS COLINAS BLVD STE 1050 IRVING TX 75039
TITLE	VAST	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RUSSO, STEPHEN J	3.2 NAME	
STREET ADDRESS	222 W LAS COLINAS BLVD, STE 1250	3.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	3.4 CITY-ST-ZIP	
TITLE	ST	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BEDUHN, CANDICE M	4.2 NAME	
STREET ADDRESS	222 W LAS COLINAS BLVD, STE 1250	4.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		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 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

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CR2E034 (10/97)