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May 08 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 # F96000003304 (0)

1. Corporation Name

WILLIAMS LEARNING NETWORK, INC.

Principal Place of Business

Mailing Address

~~111 E 1ST ST~~ One Williams Center
TULSA OK ~~74103-2808~~ 74101

~~111 E 1ST ST~~ PO Box 22067 - Tax
TULSA OK ~~74103-2808~~ 74121



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/28/1996		3a. Date of Last Report	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 73-1366340		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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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	DE- <input checked="" type="checkbox"/> DELETE	1.1 TITLE	secretary <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	FORLENZA, DON G	1.2 NAME	David M. Higbee
STREET ADDRESS	111 E 1ST ST	1.3 STREET ADDRESS	One Williams Center
CITY - ST - ZIP	TULSA OK 74103-2808 74101	1.4 CITY - ST - ZIP	Tulsa OK 74101
TITLE	DP <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLIAMS, S MILLER	2.2 NAME	
STREET ADDRESS	111 E 1ST ST	2.3 STREET ADDRESS	One Williams Center
CITY - ST - ZIP	TULSA OK 74103-2808	2.4 CITY - ST - ZIP	Tulsa OK 74101
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAILEY, KEITH E	3.2 NAME	
STREET ADDRESS	111 E 1ST ST	3.3 STREET ADDRESS	One Williams Center
CITY - ST - ZIP	TULSA OK 74103-2808	3.4 CITY - ST - ZIP	Tulsa OK 74101
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOTHOF, DELWIN L	4.2 NAME	
STREET ADDRESS	111 E 1ST ST	4.3 STREET ADDRESS	One Williams Center
CITY - ST - ZIP	TULSA OK 74103-2808	4.4 CITY - ST - ZIP	Tulsa OK 74101
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUMGARNER, JOHN C JR	5.2 NAME	
STREET ADDRESS	111 E 1ST ST	5.3 STREET ADDRESS	One Williams Center
CITY - ST - ZIP	TULSA OK 74103-2808	5.4 CITY - ST - ZIP	Tulsa OK 74101
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HERBSTER, JAMES R	6.2 NAME	
STREET ADDRESS	111 E 1ST ST	6.3 STREET ADDRESS	One Williams Center
CITY - ST - ZIP	TULSA OK 74103-2808	6.4 CITY - ST - ZIP	Tulsa OK 74101

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 of this report, or on an attachment with an address.

SIGNATURE: _____ DATE: 4/22/97 DAYTIME PHONE: 919-588-4490

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR