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May 08 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra S. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P07754

(5)

1. Corporation Name

THE BENHAM GROUP, INC.



Principal Place of Business

9400 NORTH BROADWAY
P. O. BOX 20400
OKLAHOMA CITY OK 73156

Mailing Address

9400 NORTH BROADWAY
P. O. BOX 20400
OKLAHOMA CITY OK 73156-0400

3. Date Incorporated or Qualified

10/15/1985

3a. Date of Last Report

06/21/1996

4. FEI Number

73-1256200

Applied For

Not Applicable

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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 VD
NAME ALLISON, WILLIAM E.
STREET ADDRESS 9400 NORTH BROADWAY
CITY-ST-ZIP OKLAHOMA CITY OK

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE VD
NAME NELSON, KENNETH A./ASST.
STREET ADDRESS 9400 NORTH BROADWAY
CITY-ST-ZIP OKLAHOMA CITY OK

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE VD
NAME WHITMAN, S DONNELL
STREET ADDRESS 5314 SOUTH YALE
CITY-ST-ZIP TULSA OK

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE PD
NAME WICKENS, DONALD L.
STREET ADDRESS 9400 N BROADWAY
CITY-ST-ZIP OKLAHOMA CITY OK

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE T
NAME THORNTON, DONALD L
STREET ADDRESS 9400 NORTH BROADWAY
CITY-ST-ZIP OKLAHOMA CITY OK

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE VD
NAME BENHAM, WEBSTER LANCE
STREET ADDRESS 9400 N BROADWAY
CITY-ST-ZIP OKLAHOMA CITY OK

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

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 if changed, or in an attachment with an address.

SIGNATURE:

Michael J. Graves
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-28-97 (405) 478-5553
Date Daytime Phone #

CR2E034 (9/96)