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Mar 05 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # P36112 (1)
1. Corporation Name
PRYOR RESOURCES, INC.



Principal Place of Business
2000 SHAWNEE MISSION PARKWAY
SHAWNEE MISSION KS 66205

Mailing Address
2000 SHAWNEE MISSION PARKWAY
SHAWNEE MISSION KS 66205

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/30/1991	
21		26		4. FEI Number 48-0958046	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		Applied For Not Applicable	
22		27		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23		28		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
24	Zip	25	Country	29	Zip
				30	Country

9. Name and Address of Current Registered Agent

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

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	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOVE, PHILIP R	1.2 NAME	
STREET ADDRESS	2000 SHAWNEE MISSION PKW	1.3 STREET ADDRESS	
CITY-ST-ZIP	SHAWNEE MISSION KS	1.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAYS, MICHAEL B	2.2 NAME	
STREET ADDRESS	2000 SHAWNEE MISSION PKW	2.3 STREET ADDRESS	
CITY-ST-ZIP	SHAWNEE MISSION KS	2.4 CITY-ST-ZIP	
TITLE	SD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PRYOR, SHIRLEY	3.2 NAME	
STREET ADDRESS	2000 SHAWNEE MISSION PKW	3.3 STREET ADDRESS	
CITY-ST-ZIP	SHAWNEE MISSION KS	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PRYOR, FRED H	4.2 NAME	
STREET ADDRESS	2000 SHAWNEE MISSION PKW	4.3 STREET ADDRESS	
CITY-ST-ZIP	SHAWNEE MISSION, KS	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ANDERSON, DAN H	5.2 NAME	
STREET ADDRESS	2209 WEST 125TH STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	LEAWOOD KS	5.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SANFORD, THOMAS	6.2 NAME	
STREET ADDRESS	2000 SHAWNEE MISSION PARKWAY	6.3 STREET ADDRESS	
CITY-ST-ZIP	SHAWNEE MISSION KS 66205	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 _____ /10/17/98 61377 2096

CR2E034 (1097)