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Mar 04 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 # F97000005457 (3)
 1. Corporation Name
MID-AMERICA GIFT CERTIFICATE COMPANY

Principal Place of Business 500 W. BROADWAY LOUISVILLE KY 40202	Mailing Address 500 W. BROADWAY LOUISVILLE KY 40202
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/17/1997	
21	26	4. FEI Number 31-1556662		Applied For Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
City & State		City & State		7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
23	28	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
24	25	29	30		
Zip	Country	Zip	Country		

9. Name and Address of Current Registered Agent CORPAMERICA, INC. 1525 S. ANDREWS AVE, SUITE 216 FT LAUDERDALE FL 33316				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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CP LAMAR, DONALD R 500 W. BROADWAY LOUISVILLE KY 40202	<input type="checkbox"/> DELETE	1.1 TITLE 3 T/D 1.2 NAME 3 STOKE, SHEILA 1.3 STREET ADDRESS 500 W. BROADWAY 1.4 CITY-ST-ZIP LOUISVILLE KY 40202
TITLE	D OLIVER, ORSON 500 W. BROADWAY LOUISVILLE KY 40202	<input type="checkbox"/> DELETE	2.1 TITLE S 2.2 NAME RIPPY, JOHN T. 2.3 STREET ADDRESS 500 W. BROADWAY 2.4 CITY-ST-ZIP LOUISVILLE KY 40202
TITLE	D STOKE, SHEILA 500 W. BROADWAY LOUISVILLE KY 40202	<input type="checkbox"/> DELETE	3.1 TITLE ASSISTANT TREASURER 3.2 NAME DOHRMAN, MARK 3.3 STREET ADDRESS 500 W. BROADWAY 3.4 CITY-ST-ZIP LOUISVILLE KY 40202
TITLE	V NELLIGAN, MICHAEL 500 W. BROADWAY LOUISVILLE KY 40202	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP
TITLE	S SACHS, ROBERT H 500 W. BROADWAY LOUISVILLE KY 40202	<input checked="" type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP
TITLE	T SMALL, STEVEN A 500 W. BROADWAY LOUISVILLE KY 40202	<input checked="" type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 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:  **John T. Rippy** 2/23/98 (502)562-7975

CFR2034 (10/97)