

**FILE NOW: Fee after May 1, will be \$588.75**

*Filed*

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**FILED**

97 MAR -6 PM 3:44

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

<b>FILING FEE</b> \$ 203.75	Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>
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1. Name and Mailing Address of Limited Liability Company  
**DOCUMENT #M96000000234**

GPA-I, LLC  
3525 SPOTTSWOOD AVENUE  
MEMPHIS TN 38111

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

1a. Principal Place of Business Address

3525 SPOTTSWOOD AVENUE  
MEMPHIS TN 38111

2. Principal Place of Business 3526 SPOTTSWOOD AVENUE Suite, Apt. #, etc.	2a. Mailing Address P.O. BOX 11568 Suite, Apt. #, etc.	3. Date Organized or Qualified 06/26/1996	3a. State of Formation TN
City & State MEMPHIS, TN	City & State MEMPHIS, TN	4. FEI Number 62-1624084 <i>9168</i> <del>APPLIED FOR</del>	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip 38111	Country	5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent

CORPORATION SERVICE, COMPANY  
1201 HAYS STREET  
TALLAHASSEE FL 32301

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City **FL** Zip Code

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE: *Jerald H. Sklar* DATE: 2/06/97

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-stating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	MONTGOMERY, JOHN H	3526 <i>9168</i> 3525 SPOTTSWOOD AVENUE	MEMPHIS TN
MGR	SKLAR, JERALD H	50 N. FRONT STREET, 13TH F	MEMPHIS TN
MGR	SEELBINDER, OSCAR W	P.O. BOX 11568 <i>N/A</i>	MEMPHIS TN
MGR	SKLAR, JOEL B	50 N. FRONT STREET, 13TH F	MEMPHIS TN

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11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: *Jerald H. Sklar* Date: 2/06/97 901-327-7676

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Daytime Phone

*3/6/97*