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DIVISION OF CORPORATIONS

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CORPORATION
ANNUAL REPORT
1995



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

DOCUMENT # P23914 (5)

1. Corporation Name
THE POTOMAC GROUP, INC.

Principal Place of Business Mailing Address
2525 C LEBANON RD **2525 C LEBANON RD**
NASHVILLE TN 37214 **NASHVILLE TN 37214**

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified 3a. Date of Last Report
04/17/1989 **05/24/1994**

2. Principal Place of Business		2a. Mailing Address		4. FEI Number		Applied For	
21		26		62-1249087		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 has liability for intangible tax under G. 109.032, Florida Statutes		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
23		28		24		30	
Zip	Country	Zip	Country				

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	85	Zip Code
				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 re-registering) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEOC	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILSON, JAMES P., III	1.2 NAME	
STREET ADDRESS	2525 C LEBANON RD	1.3 STREET ADDRESS	
CITY- ST- ZIP	NASHVILLE TN	1.4 CITY- ST- ZIP	
TITLE	CFOV	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BINGHAM, RHONDA	2.2 NAME	
STREET ADDRESS	2525 C LEBANON RD	2.3 STREET ADDRESS	
CITY- ST- ZIP	NASHVILLE TN	2.4 CITY- ST- ZIP	
TITLE	PCOO	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STUMB, THOMAS S.	3.2 NAME	
STREET ADDRESS	2525 C LEBANON RD	3.3 STREET ADDRESS	
CITY- ST- ZIP	NASHVILLE TN	3.4 CITY- ST- ZIP	
TITLE	D	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRIST, WILLIAM H.	4.2 NAME	
STREET ADDRESS	2525 C LEBANON RD	4.3 STREET ADDRESS	2525 C Lebanon Rd.
CITY- ST- ZIP	NASHVILLE TN	4.4 CITY- ST- ZIP	Nashville, TN 37214
TITLE	EVP	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STURGEON, JON	5.2 NAME	
STREET ADDRESS	2525 C LEBANON ROAD	5.3 STREET ADDRESS	
CITY- ST- ZIP	NASHVILLE TN	5.4 CITY- ST- ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	Director
STREET ADDRESS		6.3 STREET ADDRESS	John Fason
CITY- ST- ZIP		6.4 CITY- ST- ZIP	2525 C Lebanon Rd.
			Nashville, TN 37214

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(4), 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: Rhonda M. Bingham Rhonda M. Bingham (615) 391-0067

The Potomac Group, Inc.
Board of Directors Listing

P23914

William O'Neil
ClinTrials Research, Inc.
One Burton Hills Boulevard
Suite 210
Nashville, Tennessee 37215
Phone: 615-665-9665
Fax: 615-665-0971

James P. Wilson, III
Chairman of the Board
Chief Executive Officer
The Potomac Group, Inc.
2525 Lebanon Road, Building C
Nashville, Tennessee 37214
Phone: 615-391-0067
Fax: 615-391-0299

Cano Ozgener
830 Kendall Drive
Nashville, Tennessee 37209
Phone: 615-352-0582
Fax: 615-353-0610

Thomas S. Stumb
President
Chief Operating Officer
The Potomac Group, Inc.
2525 Lebanon Road, Building C
Nashville, Tennessee 37214
Phone: 615-391-0067
Fax: 615-391-0299

John Cheek Eason
Robinson - Humphrey Company
Post Office Box 198847
Nashville, Tennessee 37219
Phone: 615-244-6400
Fax: 615-726-2558

ADVISORY BOARD MEMBERS

John (Jack) R. Burch, Sr.
Avis Rent-A-Car
500 International Plaza
Nashville, Tennessee 37217
Phone: 615-361-1212
Fax: 615-367-0974

Jack Leftwich
104 Mockingbird Lane
Lebanon, Tennessee 37087
Phone: 615-443-7764
Fax: 615-443-3040

W.L. Lipscomb Davis, Jr.
201 Fourth Avenue North
Suite 1390
Nashville, Tennessee 37219
Phone: 615-242-2573
Fax: 615-242-2574

Thomas W. Schlater
20 Whitworth Boulevard
Nashville, Tennessee 37205
Phone: 615-385-7774
Fax: 615-385-7774

LEGAL ADVISORY MEMBERS

Howard Lamar
Bass, Berry & Sims
2700 First American Center
Nashville, Tennessee 37238
Phone: 615-742-6209
Fax: 615-742-6290

The Potomac Group, Inc.
Officers

723914

~ **James P. Wilson** ~

Chairman and Chief Executive Officer

~ **Thomas S. Stumb** ~

President and Chief Operating Officer

~ **Rhonda M. Bingham** ~

Chief Financial Officer and Treasurer

~ **William McClary** ~

Executive Vice-President of Operations

~ **Ronald W. Shelton** ~

Executive Vice-President of Planning and Administration

~ **Jon B. Sturgeon** ~

Executive Vice-President of Marketing

~ **Jeff Fadler** ~

Senior Vice-President of Sales - Florida Region

~ **Max Carter** ~

Senior Vice-President of Sales

~ **Rhonda Owen** ~

Office Manager and Corporate Secretary