

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION ANNUAL REPORT 1996



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

DOCUMENT # **P23914** (5)

1. Corporation Name
THE POTOMAC GROUP, INC.



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

2. Principal Place of Business (21-24) and Mailing Address (2a-26) fields for additional locations.

3. Date Incorporated or Qualified: **04/17/1989**
3a. Date of Last Report: **06/12/1995**
4. FEI Number: **62-1249067**
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

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 (81-85)

11. Pursuant to the provisions of Sections 607.0602 and 607.1308, 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 607.0603, Florida Statutes.

SIGNATURE (9.1) and (10.1) fields.

12. OFFICERS AND DIRECTORS

TITLE	CEOC	<input type="checkbox"/> DELETE
NAME	WILSON, JAMES P., III	
STREET ADDRESS	2525 C LEBANON RD	
CITY-STATE-ZIP	NASHVILLE TN	
TITLE	CFOV	<input type="checkbox"/> DELETE
NAME	BINGHAM, RHONDA	
STREET ADDRESS	2525 C LEBANON RD	
CITY-STATE-ZIP	NASHVILLE TN	
TITLE	PCOO	<input type="checkbox"/> DELETE
NAME	STUMB, THOMAS S.	
STREET ADDRESS	2525 C LEBANON RD	
CITY-STATE-ZIP	NASHVILLE TN	
TITLE	D	<input type="checkbox"/> DELETE
NAME	O'NEILL, BILL	
STREET ADDRESS	2525 C LEBANON RD	
CITY-STATE-ZIP	NASHVILLE TN	
TITLE	EVPM	<input type="checkbox"/> DELETE
NAME	STURGEON, JON	
STREET ADDRESS	2525 C LEBANON RD	
CITY-STATE-ZIP	NASHVILLE TN	
TITLE	D	<input type="checkbox"/> DELETE
NAME	EASON, JOHN	
STREET ADDRESS	2525 LEBANON RD	
CITY-STATE-ZIP	NASHVILLE TN	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-STATE-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-STATE-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-STATE-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-STATE-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-STATE-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-STATE-ZIP	

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 119.07(3)(k), 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*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

January 16, 1996 (415-391-0067)

CR2E034 (12/95)

THE POTOMAC GROUP, INC.

OFFICERS

NAME	POSITION
James P. Wilson, III	Chairman & Chief Executive Officer
Thomas S. Stumb	President, 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 Marketing
Jeff Fadler	Sr. Vice President of Sales Florida Region
Max Carter	Sr. Vice President of Sales
Rhonda Owen	Office Manager, Corporate Secretary

THE POTOMAC GROUP, INC.
ATTENDEES OF THE BOARD OF DIRECTORS MEETING
(MAIL AND FAX LIST)

John (Jack) R. Burch, Sr. **
c/o Avis Rental Car
500 International Plaza
Nashville, TN 37217
Phone #361-1212
Fax #367-0974

W. Lipscomb (Buzz) Davis, Jr.
201 4th Avenue North
Suite #1390
Nashville, TN 37219
Phone #242-2573
Fax #242-2574

John Eason **
c/o Robinson-Humphrey Co.
P. O. Box 198847
Nashville, TN 37219
Phone #244-6400
Fax #726-2558

Gerald (Jerry) Fridrich
2909 Poston Avenue
Nashville, TN 37203
Phone #327-0105
Fax #321-0880

Samuel (Sam) Howard
c/o Phoenix Healthcare Corporation
3401 West End Avenue
Suite #470
Nashville, TN 37203-1069
Phone #298-3666
Fax #298-4565

William (Bill) O'Neil **
c/o ClinTrials Research, Inc.
One Burton Hills Blvd.
Suite #210
Nashville, TN 37215
Phone #665-9665
Fax #665-0971

Cano Ozgener
830 Kendall Court
Nashville, TN 37209
Phone #352-0582
Fax #353-0610

Jack Leftwich - Advisory Member
104 Mockingbird Lane
Lebanon, TN 37087
Phone #443-7764
Fax #443-4777

Thomas (Tom) Schlater - Advisory Member
20 Whitworth Blvd.
Nashville, TN 37205
Phone #385-7774
Fax #385-7774 (Call Before Faxing)

Howard Lamar - Legal Counsel
c/o Bass, Berry and Sims
2700 First American Center
Nashville, TN 37238
Phone #742-6209
Fax #742-6298

James (Jimmy) P. Wilson, III
Chairman of The Board
Chief Executive Officer
The Potomac Group, Inc.
Phone #391-0067
Fax #391-0299

Thomas (Tom) S. Stumb
President
Chief Operating Officer
The Potomac Group, Inc.
Phone #391-0067
Fax #391-0299

** Indicates Compensation Committee Member

Revised 1/96