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May 10, 1999 8:00 am
Secretary of State

05-10-1999 90123 024 ***150.00

05/23/99

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P23914

1. Corporation Name
THE POTOMAC GROUP, INC.



Principal Place of Business
**1283 MUEFRESBORO RD
 NASHVILLE TN 37217
 US**

Mailing Address
**P O BOX 290037
 NASHVILLE TN 37229
 US**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
04/17/1989

4. FEI Number
62-1249087

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 owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29 30

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CFVO	1.1 TITLE	CFVO/V/S
NAME	BACON, DAVID F JR	1.2 NAME	
STREET ADDRESS	101 GROVE LANE	1.3 STREET ADDRESS	
CITY-ST-ZIP	FRANKLIN TN 37064	1.4 CITY-ST-ZIP	
TITLE	CEOP	2.1 TITLE	CEO/P/C
NAME	STUMB, THOMAS S.	2.2 NAME	Smith, Mark H.
STREET ADDRESS	208 HILLWOOD DRIVE	2.3 STREET ADDRESS	694 Huffine Manor Circle
CITY-ST-ZIP	NASHVILLE TN 37205	2.4 CITY-ST-ZIP	Franklin, TN 37064
TITLE	EVPM	3.1 TITLE	D
NAME	STURGEON, JON	3.2 NAME	Burch, John (Jack) Sr.
STREET ADDRESS	203 JULIA COURT	3.3 STREET ADDRESS	500 International Drive
CITY-ST-ZIP	FRANKLIN TN 37064	3.4 CITY-ST-ZIP	Nashville, TN 37217
TITLE	SVP	4.1 TITLE	D
NAME	BINGHAM, RHONDA M	4.2 NAME	Howard, Samuel H.
STREET ADDRESS	4712 HAZELWOOD CIRCLE	4.3 STREET ADDRESS	3401 West End Avenue, Suite 470
CITY-ST-ZIP	NASHVILLE TN 37220	4.4 CITY-ST-ZIP	Nashville, TN 37203
TITLE	COO	5.1 TITLE	D
NAME	FADLER, JEFFREY A	5.2 NAME	Eleazar, Paula
STREET ADDRESS	581 CROFTON PARK LANE	5.3 STREET ADDRESS	20 Burton Hills Blvd, Suite 100
CITY-ST-ZIP	FRANKLIN TN 37069	5.4 CITY-ST-ZIP	Nashville, TN 37215
TITLE		6.1 TITLE	D
NAME		6.2 NAME	Rolfe, Robert
STREET ADDRESS		6.3 STREET ADDRESS	330 Commerce Street
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Nashville, TN 37201

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 supplement 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, with all other like empowered.

SIGNATURE: David E. Bacon, Jr. 4/29/99 (615) 843-2500
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)