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FILED
Feb 03 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P25884 (8)

1. Corporation Name
APAC-GEORGIA, INC.



Principal Place of Business 800 ASHWOOD PKWY STE 700 ATLANTA GA 30338 US	Mailing Address PO BOX 14000 LEXINGTON KY 40512-4000 US
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3. Date Incorporated or Qualified 09/01/1989	3a. Date of Last Report 02/09/1996
4. FEI Number 58-1401468	Applied For <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 660 EAST JEFFERSON STREET
 TALLAHASSEE FL 32301**

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 _____ DATE _____
Signature typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS	
TITLE	S/T <input type="checkbox"/> DELETE
NAME	ONUSCHAK, PETER W
STREET ADDRESS	3111 PORT COBB DRIVE
CITY-ST-ZIP	SMYRNA GA 30080
TITLE	VPAS <input type="checkbox"/> DELETE
NAME	ELLIS, CHARLES D
STREET ADDRESS	3499 DABNEY DRIVE
CITY-ST-ZIP	LEXINGTON KY
TITLE	VAS <input type="checkbox"/> DELETE
NAME	WALES, T. CODY
STREET ADDRESS	1000 ASHLAND DRIVE
CITY-ST-ZIP	RUSSELL KY
TITLE	P/D <input type="checkbox"/> DELETE
NAME	BATZEL, T.D.
STREET ADDRESS	3111 PORT COBB DRIVE
CITY-ST-ZIP	SMYRNA GA
TITLE	VPAS <input type="checkbox"/> DELETE
NAME	PACE, RAY M
STREET ADDRESS	3499 DABNEY DRIVE
CITY-ST-ZIP	LEXINGTON KY 40509
TITLE	VPAS <input type="checkbox"/> DELETE
NAME	SAWRAN, WILLIAM R
STREET ADDRESS	3499 DABNEY DRIVE
CITY-ST-ZIP	LEXINGTON KY 40509

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

14. 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 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: *Charles D. Ellis* **REQUIRED** Charles D. Ellis 1-24-97 (606) 357-2484
Signature AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)