

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # 833463 (3) 1. Corporation Name PHILLIPS & BROOKS/GLADWIN, INC.			
Principal Place of Business 1485 REDI RD. P.O. BOX 267 CUMMING GA 30130		Mailing Address 1485 REDI RD. P.O. BOX 267 CUMMING GA 30130	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 30040 Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29	
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 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PS MCCULLOUGH, MARK	1.1 TITLE	
NAME	1485 REDI RD	1.2 NAME	
STREET ADDRESS	CUMMING GA	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	CFO	2.1 TITLE	
NAME	FREEMAN, RONALD M.	2.2 NAME	
STREET ADDRESS	FREEMAN, RONALD B.	2.3 STREET ADDRESS	
CITY-ST-ZIP	CUMMING GA	2.4 CITY-ST-ZIP	
TITLE	SO	3.1 TITLE	
NAME	MORTON, C. READ	3.2 NAME	
STREET ADDRESS	1360 PEACHTREE ST. #1900	3.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	3.4 CITY-ST-ZIP	
TITLE	CD	4.1 TITLE	
NAME	PORTER, JOHN A.	4.2 NAME	
STREET ADDRESS	1124 N. LAKESHORE DR.	4.3 STREET ADDRESS	
CITY-ST-ZIP	SARASOTA FL	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	MARGESON, JOHN D.	5.2 NAME	
STREET ADDRESS	4 MARSHPOINT, PO BOX 8016	5.3 STREET ADDRESS	
CITY-ST-ZIP	FERNANDINA BEACH FL	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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 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: *[Signature]* 4/24/98 770-887-9901

CR2E034 (10/97)

PHILLIPS AND BROOKS/GLADWIN, INC
1485 REDI ROAD
CUMMING, GEORGIA 30040
770-887-9901

LIST OF OFFICERS:

JIM CHIAVETTA
MARK McCULLOUGH
RONALD F. FREEMAN
RONALD B. FREEMAN

CHIEF EXECUTIVE OFFICER
PRESIDENT, TELCOM AND SERVICES
PRESIDENT, MANUFACTURING
CHIEF FINANCIAL OFFICER

11/16/96

PBG
Board of Directors

Mr. John A. Porter
1809 Chancellor Point Rd.
Trappe, Md. 21673

Mr. Read Morton, Jr.
Two Midtown Plaza, Suite 1900
Atlanta, Ga. 30309-3214

Mr. Wilfred (Wert) V. Fox
1458 Beaver Ruin Road
Norcross, Ga. 30093

Mr. H. Patrick Whitehead
145 Cliftwood Drive
Atlanta, Ga. 30328

Mr. John D. Margeson
3109 Maple Drive, Suite 415
Atlanta, Ga. 30305

Mr. David M. Wilds
3401 West End Bldg., Suite 300
Nashville, Tn. 37203