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FILED
Apr 21 1997 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
1997



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

DOCUMENT # 842567 (0)

1. Corporation Name
GUARDSMARK, INC.



Principal Place of Business: **GUARDSMARK, INC
 22 S. SECOND ST.
 MEMPHIS TN 38103
 US**

Mailing Address: **PO BOX 45
 MEMPHIS TN 38101-0045
 US**

3. Date Incorporated or Qualified: **02/12/1979** 3a. Date of Last Report: **05/01/1996**

4. FEI Number: **62-1043970** Applied For: Not Applicable

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

2. Principal Place of Business

21. State, Apt. #, etc. 26. Suite, Apt. #, etc.

22. City & State 27. City & State

23. Zip Country 28. Zip Country

24. 25. 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

TITLE	S <input type="checkbox"/> DELETE
NAME	KLEIN, ZANE
STREET ADDRESS	22 S 2ND ST
CITY-STATE-ZIP	MEMPHIS, TN 00000
TITLE	V <input type="checkbox"/> DELETE
NAME	OVERMAN, ROBERT W.
STREET ADDRESS	22 S 2ND ST
CITY-STATE-ZIP	MEMPHIS, TN 00000
TITLE	VT <input type="checkbox"/> DELETE
NAME	JACQUES, JEROME C.
STREET ADDRESS	22 S 2ND STREET
CITY-STATE-ZIP	MEMPHIS TN
TITLE	PD <input type="checkbox"/> DELETE
NAME	LIPMAN, IRA A
STREET ADDRESS	22 S 2ND ST
CITY-STATE-ZIP	MEMPHIS, TN 00000
TITLE	V <input type="checkbox"/> DELETE
NAME	CLARK, JOHN F.
STREET ADDRESS	22 S 2ND ST
CITY-STATE-ZIP	MEMPHIS TN
TITLE	VP <input type="checkbox"/> DELETE
NAME	YARBROUGH, TOMMY K
STREET ADDRESS	22 S. 2ND ST.
CITY-STATE-ZIP	MEMPHIS TN

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12. NAME	
13. STREET ADDRESS	
14. 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 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: *Tommy K. Yarbrough* **VP Tommy K. Yarbrough 4-9-97 901-522-6000**

SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)