

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

**FILED**  
**Apr 15 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 842567 (0)**

1. Corporation Name  
**GUARDSMARK, INC.**



Principal Place of Business <b>GUARDSMARK, INC.                  22 S. SECOND ST.                  MEMPHIS TN 38103                  US</b>	Mailing Address <b>PO BOX 45                  MEMPHIS TN 38101                  US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30
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3. Date Incorporated or Qualified <b>02/12/1979</b>	4. FEI Number <b>62-1043970</b>	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
<b>FL</b> 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	<b>S</b> <input checked="" type="checkbox"/> DELETE
NAME	<b>KLEIN, ZANE</b>
STREET ADDRESS	<b>22 S 2ND ST</b>
CITY-ST-ZIP	<b>MEMPHIS, TN 00000</b>
TITLE	<b>V</b> <input type="checkbox"/> DELETE
NAME	<b>OVERMAN, ROBERT W.</b>
STREET ADDRESS	<b>22 S 2ND ST</b>
CITY-ST-ZIP	<b>MEMPHIS, TN 00000</b>
TITLE	<b>VT</b> <input type="checkbox"/> DELETE
NAME	<b>JACQUES, JEROME C.</b>
STREET ADDRESS	<b>22 S 2ND STREET</b>
CITY-ST-ZIP	<b>MEMPHIS TN</b>
TITLE	<b>PD</b> <input type="checkbox"/> DELETE
NAME	<b>LIPMAN, IRA A</b>
STREET ADDRESS	<b>22 S 2ND ST</b>
CITY-ST-ZIP	<b>MEMPHIS, TN 00000</b>
TITLE	<b>V</b> <input type="checkbox"/> DELETE
NAME	<b>CLARK, JOHN F.</b>
STREET ADDRESS	<b>22 S 2ND ST</b>
CITY-ST-ZIP	<b>MEMPHIS TN</b>
TITLE	<b>VP</b> <input type="checkbox"/> DELETE
NAME	<b>YARBROUGH, TOMMY K</b>
STREET ADDRESS	<b>22 S. 2ND ST.</b>
CITY-ST-ZIP	<b>MEMPHIS TN</b>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<b>Secretary</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	<b>Joshua S Lipman</b>
1.3 STREET ADDRESS	<b>22 S. 2nd St.</b>
1.4 CITY-ST-ZIP	<b>Memphis, TN 38103</b>
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 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]* VP *[Signature]* 4/6/98 901-552-6000

CR2E034 (10/97)