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FILED
Apr 27, 1999 8:00 am
Secretary of State

04-27-1999 90017 049 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # 842567

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
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

02/12/1979

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 owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

29 Zip Country

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 (no title if applicable) (NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	S	<input type="checkbox"/> DELETE
NAME	LIPMAN, JOSHUA	
STREET ADDRESS	22 S. 2ND ST	
CITY-ST-ZIP	MEMPHIS TN 38103	
TITLE	V	<input type="checkbox"/> DELETE
NAME	OVERMAN, ROBERT W.	
STREET ADDRESS	22 S 2ND ST	
CITY-ST-ZIP	MEMPHIS, TN 00000	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	JACQUES, JEROME C.	
STREET ADDRESS	22 S 2ND STREET	
CITY-ST-ZIP	MEMPHIS TN	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	LIPMAN, IRA A	
STREET ADDRESS	22 S 2ND ST	
CITY-ST-ZIP	MEMPHIS, TN 00000	
TITLE	V	<input type="checkbox"/> DELETE
NAME	CLARK, JOHN F.	
STREET ADDRESS	22 S 2ND ST	
CITY-ST-ZIP	MEMPHIS TN	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	YARBROUGH, TOMMY K	
STREET ADDRESS	22 S. 2ND ST.	
CITY-ST-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-ST-ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 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, with a letter like empowered.

SIGNATURE:

Tommy K. Yarbrough

VP: Tommy K. Yarbrough

901-522-6000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (1/98)