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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

2. Principal Place of Business
 21 Suite, Apt. #, etc.

2a. Mailing Address
 26 Suite, Apt. #, etc.

5. Certificate of Status Desired **\$8.75** Additional Fee Required

22 City & State

27 City & State

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

23 Zip Country

28 Zip Country

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

24 25 29 30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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	

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 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 different 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 (1/198)