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FILED
May 08 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 844709 (6)
 1. Corporation Name
HARLAND BARTHOLOMEW & ASSOCIATES, INC.



Principal Place of Business 5885 RIDGEWAY CENTER PARKWAY SUITE 100 MEMPHIS TN 38120	Mailing Address 100 WEST WALNUT STREET ROOM T 1107 PASADENA CA 91124-0001 US
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 11/29/1979	3a. Date of Last Report 05/01/1996
4. FEI Number 62-1068179	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <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 85 Zip Code FL

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 _____
 Signature, typed or printed name of registered agent and title if applicable

12. OFFICERS AND DIRECTORS		
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	BENNETT, J.H.	
STREET ADDRESS	100 W. WALNUT ST.	
CITY - ST - ZIP	PASA DENA CA	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	BURSTEIN, D	
STREET ADDRESS	100 W. WALNUT ST	
CITY - ST - ZIP	PASADENA CA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BRYANT, C. H.	
STREET ADDRESS	5885 RIDGEWAY CENTER PKWY	
CITY - ST - ZIP	MEMPHIS TN	
TITLE	VAT	<input checked="" type="checkbox"/> DELETE
NAME	EBY, C C	
STREET ADDRESS	1133 15TH STREET, N.W.	
CITY - ST - ZIP	WASHINGTON DC	
TITLE	SRVT	<input type="checkbox"/> DELETE
NAME	BOWER, C A	
STREET ADDRESS	100 WEST WALNUT STREET	
CITY - ST - ZIP	PASADENA CA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	RICKARD, MAXINE	
STREET ADDRESS	2051 SOLD RD	
CITY - ST - ZIP	COVINGTON TN	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	HAIG T.V.	
1.3 STREET ADDRESS	100 WEST WALNUT STREET	
1.4 CITY - ST - ZIP	PASADENA, CA 91124	
2.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY - ST - ZIP	91124	
3.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY - ST - ZIP	38120	
4.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	PETTEROLF P.R.	
4.3 STREET ADDRESS	100 WEST WALNUT STREET	
4.4 CITY - ST - ZIP	PASADENA, CA 91124	
5.1 TITLE	SRV	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY - ST - ZIP	91124	
6.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY - ST - ZIP	38019	

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: **X PETEROLF** **PETEROLF** **09/24/97** **(818) 440-2000**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)