

FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

FILED

97 FEB 24 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED PARTNERSHIP
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra Northam
Secretary of State
DIVISION OF CORPORATIONS

1. Name of Limited Partnership

1a. DOCUMENT #
B9400000262

TOPMEM GROUP, LIMITED PARTNERSHIP



Mailing Address

7700 POPLAR AVE
SUITE 213
GERMANTOWN TN 38138

Principal Office Address

C/O CORPORATION SERVICE COMPANY
TWO RAVINNA DRIVE, SUITE 310
ATLANTA GA 30346

3. Date Formed or Registered

07/06/1994

5a. Capital Contributions as Shown on record.

\$400,000.00

3a. Date of Last Report

12/29/1995

5b. Amount of Capital Contributions in FLORIDA to date:

4. State or Country of Formation

GA

2. Mailing Address

2a. Principal Office Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

6. FEI Number

62-1582264

Applied For
 Not Applicable

7. Certificate of Status Desired

\$8.75 Additional Fee Required

8. Make check payable to: Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number Is Not Acceptable)

Suite, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)

FLO-TENN, INC.

11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)

4988 WILLIAM ARNOLD A

11b. City, State & Zip Code

MEMPHIS TN 38117

11c. Registration/Document Number

F94000003395

800002098728--7
-02/26/97--01083--006
****437.50 ****437.50

800002098728--7
-02/26/97--01083--007
****103.75 ****103.75

dec 576.25

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

By: FLO-TENN, INC

SIGNATURE

Thomas F. Schaffler, President

DATE

1-21-97

Typed or Printed Name of General Partner Signing Form

Daytime Telephone Number

CR2E003 (6/96)