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May 11, 1999 8:00 am
Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # F93000000041					
1. Corporation Name ORGAN TRANSPLANT FUND, INC.					
Principal Place of Business 1102 BROOKFIELD, STE 202 MEMPHIS TN 38119 US			Mailing Address 1102 BROOKFIELD, STE 202 MEMPHIS TN 38119 US		



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		01/05/1993	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22 Suite 200		27 Suite 200		58-1527254	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/>	
23		28		\$8.75 Additional Fee Required	
Zip		Zip		6. Election Campaign Financing	
24		29		Trust Fund Contribution <input type="checkbox"/>	
Country		Country		\$5.00 May Be Added to Fees	
25		30			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND RD. 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 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE <input type="checkbox"/> DELETE NAME D STREET ADDRESS MCMAHAN, GARY L. CITY-ST-ZIP 1102 BROOKFIELD, STE 202 MEMPHIS TN				1.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME 1.3 STREET ADDRESS 1102 Brookfield, ste. 200 1.4 CITY-ST-ZIP			
TITLE <input type="checkbox"/> DELETE NAME C STREET ADDRESS CARRUTHERS, EUNICE CITY-ST-ZIP 1873 FOSTER AVE MEMPHIS TN				2.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP			
TITLE <input type="checkbox"/> DELETE NAME T STREET ADDRESS BUTLER JR, RAY CITY-ST-ZIP 100 NORTH MAIN / STE - 3200 MEMPHIS TN				3.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 3.2 NAME 3.3 STREET ADDRESS 2700 Jackson Ave. 3.4 CITY-ST-ZIP Memphis, TN 38108			
TITLE <input type="checkbox"/> DELETE NAME S STREET ADDRESS THOMPSON, R.D. CITY-ST-ZIP 1001 TILLMAN MEMPHIS TN 38112				4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP			
TITLE <input type="checkbox"/> DELETE NAME C STREET ADDRESS EDWARDS, LEN CITY-ST-ZIP 616 ADAMS AVE, RM 102 MEMPHIS TN				5.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 5.2 NAME 5.3 STREET ADDRESS 616 Adams Ave, Rm 124 5.4 CITY-ST-ZIP			
TITLE <input checked="" type="checkbox"/> DELETE NAME DC STREET ADDRESS CARRUTHERS, EUNIE CITY-ST-ZIP 1873 FOSTER AVE. MEMPHIS TN 38114				6.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 6.2 NAME 6.3 STREET ADDRESS Vice chairman 6.4 CITY-ST-ZIP Ben Madden 6200 Poplar Memphis, TN 38119			

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: SIGNATURE REQUIRED Gary L. McMahon 4-21-99 (901) 684-1697

CR2E037 (11/98)

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F930000000041

ORGAN TRANSPLANT FUND, INC. --- BOARD OF DIRECTORS FOR 1998-99

Officers, Members of the Executive Committee* and Executive Staff

Len Edwards, Chairman*

Executive Director
COMEC
616 Adams Ave., Room 124
Memphis, TN 38105
528-8441 (O)
575-8856 (FAX)

Ben Madden, Vice Chairman*

Senior Vice President, Corp. Sales
Union Planters National Bank
6200 Poplar
Memphis, TN 38119
580-5466 (O)
383-6316 (FAX)

Ray Butler, Jr., CPA, Treasurer*

Controller
Steelcraft Corp.
2700 Jackson Ave.
Memphis, TN 38108
452-5200 (O)
452-3714 (FAX)

R. D. Thompson, Secretary*

Plant Manager
Buckeye Cellulose Corp.
1001 Tillman
Memphis, TN 38112
320-8177 (O)
685-7053 (H)

Eunice Carruthers, Past Chair*

Owner
Unis of Memphis
1873 Foster Avenue
Memphis, TN 38114
278-7891 (O)
278-3922 (FAX)

Gary L. McMahan, National Dir.

Organ Transplant Fund, Inc.
1102 Brookfield, Suite 202
Memphis, TN 38119
684-1697 (O)
684-1128 (FAX)
1-888-360-3538 (Pager)

Directors

Donald A. Blackard

Director of Collections
Shelby County Trustee's Office
P.O. Box 2751
Memphis, TN 38101-2751
576-4801 (O)
576-4880 (FAX)

Tewan Fair, R.N.

Director of Utilization Review &
Quality Management
Memphis Business Group on Health
5100 Poplar
Memphis, TN 38137
767-9585 (O)
767-6592 (FAX)

Tammi Hollis, R.N.

8959 Jenna (H)
Memphis, TN 38125 (H)
757-8079 (H)
753-2362 (FAX)

Carl Jones

Director of Videography
WMC-TV-5-NBC
1244 Mayhill Drive (H)
Memphis, TN 38116 (H)
726-0555 (O)
332-4242 (H)

John Lewallen

Cotton Fiber Purchasing Manager
Buckeye Cellulose Corp.
1001 Tillman
Memphis, TN 38112
320-8157 (O)
320-8204 (FAX)

Larry Pardue

President
IDEX Creative Marketing Concepts
965 Ridgelake Blvd., Suite 310
Memphis, TN 38120
767-6633 (O)
680-9977 (FAX)

Bob Patterson

Shelby County Trustee
Shelby County Trustee's Office
P.O. Box 2751
Memphis, TN 38101-2751
576-4802 (O)
576-4421 (FAX)

Mary Webb

2568 Bartlett Blvd.
Bartlett, TN 38134
360-8100 (O)
382-1769 (H)

Address listed is the preferred mailing address. If it is a home address, it is so noted. As of 02/25/98