

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
Jul 31 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 # **F93000001543 (8)**

1. Corporation Name
FOGELMAN MANAGEMENT CO.

Principal Place of Business 5400 POPLAR AVENUE MEMPHIS TN 38119	Mailing Address 5400 POPLAR AVENUE MEMPHIS TN 38119
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/29/1993		3a. Date of Last Report 03/20/1996	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		4. FEI Number 62-1522327		Applied For Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country		29 Country		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 SOUTH 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 and 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	P	<input type="checkbox"/> DELETE		1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	FOGELMAN, RICHARD L.			1.2 NAME			
STREET ADDRESS	5400 POPLAR AVENUE			1.3 STREET ADDRESS			
CITY-ST-ZIP	MEMPHIS TN			1.4 CITY-ST-ZIP			
TITLE	EVPT	<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	RANDLES, JOHN A III			2.2 NAME			
STREET ADDRESS	5400 POPLAR AVENUE			2.3 STREET ADDRESS			
CITY-ST-ZIP	MEMPHIS TN			2.4 CITY-ST-ZIP			
TITLE	EVP	<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	BAKER, STANLEY F			3.2 NAME			
STREET ADDRESS	5400 POPLAR AVENUE			3.3 STREET ADDRESS			
CITY-ST-ZIP	MEMPHIS TN			3.4 CITY-ST-ZIP			
TITLE	EVP	<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	LITTLEPAGE, ROD			4.2 NAME			
STREET ADDRESS	750 HAMMOND DRIVE, BUILDING 15, SUITE 350			4.3 STREET ADDRESS			
CITY-ST-ZIP	ATLANTA GA			4.4 CITY-ST-ZIP			
TITLE	EVP	<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	NOONAN, PHIL			5.2 NAME			
STREET ADDRESS	5400 POPLAR AVENUE			5.3 STREET ADDRESS			
CITY-ST-ZIP	MEMPHIS TN			5.4 CITY-ST-ZIP			
TITLE	EVP	<input checked="" type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	TUCKER, JIM			6.2 NAME			
STREET ADDRESS	18100 CHESTERFIELD PKWY. SOUTH, #250			6.3 STREET ADDRESS			
CITY-ST-ZIP	CHESTERFIELD MO			6.4 CITY-ST-ZIP			

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: *John A. Randles III*

7/21/97

CR2E034 (4/97)

**Fogelman Management Co.
Officers**

Director	Avron B. Fogelman 5491 Shady Grove Rd. Memphis, Tennessee 38120
President	Richard L. Fogelman 4501 Minden Memphis, Tennessee 38117
Executive Vice President/ Assistant Secretary/ Treasurer & Director	John A. Randles, III 2636 Maple Grove Cove Germantown, Tennessee 38139
Executive Vice President	Stanley F. Baker 6791 Neshoba Memphis, Tennessee 38120
Executive Vice President	Rod Littlepage 145 Wind View Place Alpharetta, Georgia 30201
Executive Vice President	Phil Noonan 2179 Knoll Lane Germantown, Tennessee 38138
Vice President	Mark A. Fogelman 5315 Bears Paw Circle Memphis, Tennessee 38120
Vice President	Joe L. Patton, II 5731 Sycamore Grove Lane Memphis, Tennessee 38120
Secretary	Kevin Q. Jackson 8244 Blair Lane Germantown, Tennessee 38138