FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION ANNUAL REPORT 1995

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

APPROVED AND FILED
95 MAY -1 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F94000002623 (6)

1. Corporation Name
CHC PAYROLL CORP.

Principal Place of Business: 201 W. MAIN ST. LOUISVILLE KY 40202
Mailing Address: 201 W. MAIN ST. LOUISVILLE KY 40202

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 05/18/1994
3a. Date of Last Report:
4. FEI Number: 75-2236887 — Applied For / Not Applicable
5. Certificate of Status Desired [ ] $8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution [ ] $5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under S. 199.032 Florida Statutes [ ] Yes [ ] No

2. Principal Place of Business	2a. Mailing Address
21 ONE PARK PLAZA	26 PO BOX 570
22 Suite, Apt. # etc.	27 ATTN: TAX DEPT.
23 City & State: NASHVILLE TN	28 City & State: NASHVILLE TN
24 Zip: 37203 25 Country:	29 Zip: 37202 30 Country:

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
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

12. OFFICERS AND DIRECTORS	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS
TITLE: PCEO	TITLE: P [X] Change [ ] Addition
NAME: SCOTT, RICHARD L	NAME: DAVID T. VANDEWATER
STREET ADDRESS: 201 W. MAIN ST	STREET ADDRESS: ONE PARK PLAZA
CITY-ST-ZIP: LOUISVILLE KY 40202	CITY-ST-ZIP: NASHVILLE TN 37203
TITLE: COO	TITLE: SV [X] Change [ ] Addition
NAME: VANDEWATER, DAVID T	NAME: JAMES D SHELTON
STREET ADDRESS: 201 W. MAIN ST	STREET ADDRESS: ONE PARK PLAZA
CITY-ST-ZIP: LOUISVILLE KY 40202	CITY-ST-ZIP: NASHVILLE TN 37203
TITLE: VS	TITLE: SV-S-D [X] Change [ ] Addition
NAME: BRAUN, STEPHEN T	NAME: STEPHEN T. BRAUN
STREET ADDRESS: 201 W. MAIN ST	STREET ADDRESS: ONE PARK PLAZA
CITY-ST-ZIP: LOUISVILLE KY 40202	CITY-ST-ZIP: NASHVILLE TN 37203
TITLE: V	TITLE: SV-T-D [X] Change [ ] Addition
NAME: COLBY, DAVID C	NAME: DAVID C COLBY
STREET ADDRESS: 201 W. MAIN ST	STREET ADDRESS: ONE PARK PLAZA
CITY-ST-ZIP: LOUISVILLE KY 40202	CITY-ST-ZIP: NASHVILLE TN 37203
TITLE: V	TITLE: [X] Change [ ] Addition
NAME: GRECO, SAMUEL A	NAME:
STREET ADDRESS: 201 W. MAIN ST	STREET ADDRESS:
CITY-ST-ZIP: LOUISVILLE KY 40202	CITY-ST-ZIP:
TITLE: V	TITLE: [X] Change [ ] Addition
NAME: HEMPHILL, NEIL D	NAME:
STREET ADDRESS: 201 W. MAIN ST	STREET ADDRESS:
CITY-ST-ZIP: LOUISVILLE KY 40202	CITY-ST-ZIP:

14. 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)(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: [signature] Vice President
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

615-320-2151

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