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Mar 10 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



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

DOCUMENT # F94000006178 (7)

1. Corporation Name  
THE MAILWORKS - SOUTH, INC.

Principal Place of Business

PO BOX 614  
HELENA AL 35080

Mailing Address

PO BOX 614  
HELENA AL 35080-0614



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/02/1994		3a. Date of Last Report 05/01/1996	
21		26		4. FEI Number 63-0972131		Applied For Not Applicable	
22		27		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24		29		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" 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 by officer or director 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 HOWARD, B. L JR. 1800 FOREST HAVEN LANE BIRMINGHAM AL 35218	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	2160 HWY 119
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Montevallo, AL 35115
TITLE	V CONDRA, MARK A 2608 RED OAK ROAD GADSDEN AL 35901	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	S MITCHELL, WILLIAM H PO BOX 1059 TUSCALOOSA AL 35403	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	T KILPATRICK, DALE F 6790 PARADISE CIRCLE TRUSSVILLE AL 35173	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	217 Linn Drive
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	D ROSENBERG, M. FRANK 5100 POPLAR AVENUE SUITE 300 MEMPHIS TN 38137	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	D Harold B. Blach, Jr.
STREET ADDRESS		6.3 STREET ADDRESS	34 Cross Creek Park
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Birmingham, AL 35213

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: *Dale F. Kilpatrick* Dale F. Kilpatrick 2/21/97 (205) 620-6200

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)