

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
May 07 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra S. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **F96000001563 (3)**

1. Corporation Name  
**NOVA FACTOR, INC.**

Principal Place of Business <b>1620 CENTURY CENTER PKWY. SUITE 109 MEMPHIS TN 38134</b>	Mailing Address <b>1620 CENTURY CENTER PKWY. SUITE 109 MEMPHIS TN 38134</b>
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

**03/27/1996**

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	4. FEI Number <b>62-1439852</b> Applied For Not Applicable	5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

**C T 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 <b>FL</b> 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 reinstalling)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>CD</b>	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>STEVENS, DAVID</b>	1.2 NAME	
STREET ADDRESS	<b>1620 CENTURY CENTER PKWY, SUITE 109</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>MEMPHIS TN</b>	1.4 CITY-ST-ZIP	
TITLE	<b>PD</b>	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>GROW, JOHN R</b>	2.2 NAME	
STREET ADDRESS	<b>1620 CENTURY CENTER PKWY, SUITE 109</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>MEMPHIS TN</b>	2.4 CITY-ST-ZIP	
TITLE	<b>VD</b>	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>KIMBROUGH, JOEL</b>	3.2 NAME	<b>S/T</b>
STREET ADDRESS	<b>1620 CENTURY CENTER PKWY, SUITE 109</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>MEMPHIS TN</b>	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		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 type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Joel Kimbrough* *David Stevens*

4/22/98 (901) 845-3600

CR2E034 (10/97)