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FILED
Jul 22 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # F97000006166 (9)

1. Corporation Name
NEWSPAPER HOLDINGS, INC.



Principal Place of Business

269 W. MAIN ST.
LEXINGTON KY 40507

Mailing Address

269 W. MAIN ST.
LEXINGTON KY 40507

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

11/20/1997

2. Principal Place of Business

21 3800 Colonnade Pkwy

Suite, Apt. #, etc.

22 Suite 450

23 Birmingham AL

24 35243 25 USA

2a. Mailing Address

26 3800 Colonnade Pkwy

Suite, Apt. #, etc.

27 Suite 450

28 Birmingham AL

29 35243 30 USA

4. FEI Number

31-1498625

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 owes or has paid the current year Intangible
Personal Property Tax due June 30.

Yes 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

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

TITLE CP
NAME MARTIN, RALPH J
STREET ADDRESS 269 W. MAIN ST. 3800 Colonnade Pkwy #450
CITY-ST-ZIP LEXINGTON KY 40507 Birmingham AL 35243

TITLE CCFO
NAME REED, MICHAEL E
STREET ADDRESS 269 W. MAIN ST.
CITY-ST-ZIP LEXINGTON KY 40507

TITLE V
NAME MARTIN, PAUL
STREET ADDRESS 269 W. MAIN ST.
CITY-ST-ZIP LEXINGTON KY 40507

TITLE Pearson, Lynn
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE President
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

2.1 TITLE CFO
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE Vice-President
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE Controller / Vice-President
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
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.

CR2E034 (10/97)