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FILED  
Apr 24 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 # K07306 (9)

1. Corporation Name  
PHILIPS MARKETING SERVICES, INC.



Principal Place of Business  
OLD ANDREW JOHNSON HWY.  
P.O. BOX 555  
JEFFERSON CITY TN 37760-7555

Mailing Address  
OLD ANDREW JOHNSON HWY.  
P.O. BOX 555  
JEFFERSON CITY TN 37760-0555

3. Date Incorporated or Qualified 12/16/1987  
3a. Date of Last Report 03/04/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 State, Apt. #, etc.	26 Suite, Apt. #, etc.	13-3462816	Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24 Country	29 Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	Yes No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM  
1200 S. 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 required on personal name of registered agent and MCA applicable)

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	P	DELETE
NAME	JOHNSTON, MICHAEL	
STREET ADDRESS	PO BOX 555	
CITY - ST - ZIP	JEFFERSON CITY TN	
TITLE	VD	DELETE
NAME	CHEN, SPENCER	
STREET ADDRESS	I-40 & STRAW PLAINS PK	
CITY - ST - ZIP	KNOXVILLE TN	
TITLE	V	DELETE
NAME	OSBORNE, RICHARD	
STREET ADDRESS	PO BOX 555	
CITY - ST - ZIP	JEFFERSON CITY TN	
TITLE	ST	DELETE
NAME	HAFNER, THOMAS M.	
STREET ADDRESS	I-40 & STRAW PLAINS PK.	
CITY - ST - ZIP	KNOXVILLE TN	
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change Addition
1.2 NAME	Address Change for M. Johnston
1.3 STREET ADDRESS	One Philips Drive
1.4 CITY - ST - ZIP	Knoxville, TN 37914
2.1 TITLE	Change Addition
2.2 NAME	Gary T. Pearson, CFO
2.3 STREET ADDRESS	64 Perimeter Center East
2.4 CITY - ST - ZIP	Atlanta, GA 30346
3.1 TITLE	Change Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	Change Addition
4.2 NAME	Address Change for T. Hafner
4.3 STREET ADDRESS	64 Perimeter Center East
4.4 CITY - ST - ZIP	Atlanta, GA 30346
5.1 TITLE	Change Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	Change Addition
6.2 NAME	
6.3 STREET ADDRESS	
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:

*Michael Johnston*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-18-97

423-475-0382

0477897

CR2E034 (9/96)