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May 02 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 # P09101 (7)

1. Corporation Name
BEAVERS, SMITH, LANGFORD, MUNDINGER, INC.

Principal Place of Business

5180 PARK AVENUE
SUITE 250
MEMPHIS TN 38119

Mailing Address

5180 PARK AVENUE
SUITE 250
MEMPHIS TN 38119-3530



| | |
|--|---------------------------------------|
| 3. Date Incorporated or Qualified 02/14/1986 | 3a. Date of Last Report 08/09/1996 |
| 4. FEI Number 74-2125665 | Applied For Not Applicable |
| 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No | |

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

30 Country

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

| | |
|---|-------------|
| 81 Name | 85 Zip Code |
| 82 Street Address (P.O. Box Number is Not Acceptable) | |
| 83 | |
| 84 City | |

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 registering)

DATE

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|-------------------|---|---|
| TITLE | CD | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BEAVERS, BOB | 1.2 NAME | |
| STREET ADDRESS | 5180 PARK AVENUE | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | MEMPHIS TN 38119 | 1.4 CITY-ST-ZIP | |
| TITLE | SVD | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LANGFORD, EDWARD | 2.2 NAME | |
| STREET ADDRESS | 5180 PARK AVENUE | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | MEMPHIS TN 38119 | 2.4 CITY-ST-ZIP | |
| TITLE | PD | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | LANGFORD, JAMES | 3.2 NAME | |
| STREET ADDRESS | 5180 PARK AVENUE | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | MEMPHIS TN | 3.4 CITY-ST-ZIP | |
| TITLE | TVD | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | MUNDINGER, JOHN W | 4.2 NAME | |
| STREET ADDRESS | 5180 PARK AVENUE | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | MEMPHIS TN 38119 | 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 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: *John W. Munding*

4/25/97

901 682 5180

CR2E034 (9/96)