SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.

FILED AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750). Sep 09 1998 8:00am PROFIT FLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham ANNUAL REPORT Secretary of State Secretary of State 1998 **DIVISION OF CORPORATIONS** DOCUMENT # P23146 (4) apple south, inc. Principal Place of Business Mailing Address HANCOCK AT WASHINGTON ST. HANCOCK AT WASHINGTON ST. MADISON GA 30650 MADISON GA 30650 DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 02/24/1989 4. FEI Number 2. Principal Place of Business 2a. Mailing Address Applied For 21 26 59-2778983 Not Applicable Suite, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired Fee Required 22 27 City & State City & State \$5.00 May Be 6. Election Campaign Financing 23 Trust Fund Contribution Added to Fees 28 Zip Zip Country 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No Country 30 24 25 29 Personal Property Tax due June 30. 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent CORPORATION SERVICE COMPANY 81 Name 1201 HAYS STREET 82 Street Address (P.O. Box Number is Not Acceptable) TALLAHASSEE FL 32301 83 84 City 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, it 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 algorature required when reinstating) (2/98)OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 12. 13. Dr. Ruth G. Shaw PC00 TITLE 1.1 TITLE __ DELETE JR2E034 KINSELL, KIRK S NAME 1.2 NAME Director Hancock at Washington Madison GA 30050 HANCOCK AT WASHINGTON STREET ADDRESS 1.3 STREET ADDRESS MADISON GA CITY ST-ZIP 1.4 City-ST-ZIP VP, Corporate Controller TITLE DELETE 2.1 TITLE DUPREE, TOM E., JR Philip A. Ammons Hancock at Washington NAME 22 NAME HANCOCK AT WASHINGTON STREET ADDRESS 2.3 STREET ADDRESS MADISON GA CITY ST ZIP 2.4 CITY-ST-ZIP Madison GA 30650 Asst. Corp. Sec 3.1 T(TLE TITLE DELETE X Addition MCLEOD, JOHN G., JR. NAME 3.2 NAME Tonya A. Benjamin HANCOCK AT WASHINGTON 3.3 STREET ADDRESS Hancock at Washington Madison GA 30650 STREET ADDRESS MADISON GA CITY-ST-ZIP 3.4 CITY-ST-ZIP TITLE DELETE 4.1 TITLE VP of Treasury Services X Addition BOOTH, ERICH J. 4.2 NAME NAME Lansing S. Patterson HANCOCK AT WASHINGTON Hancock at Washington Madison GA 30650 STREET ADDRESS 4.3 STREET ADDRESS MADISON GA 4.4 CITY-ST-ZIP CITY-ST-ZIP TITLE DELETE 5.1 TITLE Change Addition WILLIAMS, THOMAS R. NAME 5.2 NAME THE WELLS GROUP AT PEACHTREE STREET ADDRESS 5.3 STREET ADDRESS ATLANTA GA CITY-ST-ZIP 5.4 CITY-ST-ZIP TITLE DELETE 6.1 TITLE ___ Change Addition ROWE, JAMES W. NAME 6.2 NAME THE GREAT ATLANTIC AND TEA CO. STREET ADDRESS 6.3 STREET ADDRESS

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 release empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changes, or on any attrictment with an address. REQUIRED 0/21/00

6.4 CITY-ST-ZIP

MONTVALE NJ

CITY-ST-ZIP