


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

FILED

Apr 29 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P23914 (5)
1. Corporation Name
THE POTOMAC GROUP, INC.

Principal Place of Business 1283 MURFREESBORO RD NASHVILLE TN 37217 US	Mailing Address P O BOX 290037 NASHVILLE TN 37229 US
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DO NOT WRITE IN THIS SPACE

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		3. Date Incorporated or Qualified 04/17/1989	
4. FEI Number 62-1249087		5. Certificate of Status Desired <input type="checkbox"/>		Applied For Not Applicable	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		7. \$8.75 Additional Fee Required		8. \$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> 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 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

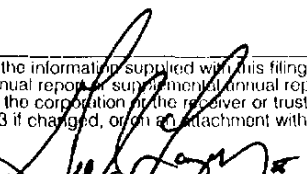
(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEOC WILSON, JAMES P., III 2525 C LEBANON RD NASHVILLE TN	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	CFOV BACON, DAVID F JR 1283 MURFREESBORO RD NASHVILLE TN	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	PCOO STUMB, THOMAS S. 2525 C LEBANON RD NASHVILLE TN	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	EVPIM STURGEON, JON 2525C LEBANON ROAD NASHVILLE TN	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:


Sandra B. Mortham
Secretary of State

3/2/98

(615) 843-2500

CR2E034 (10/97)

The Potomac Group, Inc. Officers Listing

Thomas S. Stumb
208 Hillwood Drive
Nashville, Tennessee 37205

Chief Executive Officer and President

David F. Bacon, Jr.
101 Grove Lane
Franklin, Tennessee 37064

Chief Financial Officer and Corporate Secretary
Executive Vice President of Finance

William M. McClary
1621 Oakhall Drive
Brentwood, Tennessee 37027

Executive Vice President of Operations

Jon B. Sturgeon
203 Julia Court
Franklin, Tennessee 37064

Executive Vice President of Marketing

Rhonda M. Bingham
4712 Hazelwood Circle
Nashville, Tennessee 37220

Senior Vice President of Government Affairs and
Public Relations

Jeffrey A. Fadler
581 Crofton Park Lane
Franklin, Tennessee 37069

Chief Operating Officer

Cole Young
5670 Amalie Drive
Nashville, Tennessee 37211

Vice President System Services

Geoff Pace
2100 Highway 49 East
Pleasant View, Tennessee 37146

Senior Vice President Program Services

Timothy A. Wilson
6141 South Riverbend Drive
Nashville, Tennessee 37221

Vice President of Business Services

Walter T. Bumpus
108 Diane Court
Madison, Tennessee 37115

Vice President of National Accounts

Rhonda L. Owen
124 Scotts Creek Circle
Hermitage, Tennessee 37076

Assistant Corporate Secretary

George I. Lazenby, IV
V.P. FINANCE
177 Middlebrook Cir
Nashville, TN 37214

The Potomac Group, Inc.

Directors' Listing

John (Jack) Burch, Sr. 500 International Drive Nashville, Tennessee 37217	Director
W. Lipscomb (Buzz) Davis, Jr. 201 Fourth Avenue North, Suite 1390 Nashville, Tennessee 37219	Director
Gerald (Jerry) Fridrich 2909 Poston Avenue Nashville, Tennessee 37203	Director
Samuel H. Howard 3401 West End Avenue, Suite 470 Nashville, Tennessee 37203-1069	Director
Cano Ozgener 830 Kendall Drive Nashville, Tennessee 37209	Director
Jack Leftwich 104 Mockingbird Lane Lebanon, Tennessee 37087	Director
Mark H. Smith Two Concourse Parkway, Suite 225 Atlanta, Georgia 30328	Director
Thomas Schlater 20 Whitworth Boulevard Nashville, Tennessee 37205	Advisory Member