

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

FILED
Mar 30 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 # **P32295** (8)
1. Corporation Name
FIRST IMAGE MANAGEMENT CORPORATION

Principal Place of Business 5680 NEW NORTHSIDE DRIVE SUITE 1400 ATLANTA GA 30328 US	Mailing Address 5680 NEW NORTHSIDE DRIVE SUITE 1400 ATLANTA GA 30328 US
---	---



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 5680 NEW NORTHSIDE DRIVE Suite, Apt. #, etc. 22 City & State 23 Zip 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29
--	---

3. Date Incorporated or Qualified 12/27/1990	4. FEI Number -58-1107864-58-1922310	Applied For <input type="checkbox"/> 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" 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
R1 Name **Corporation Service Company**
R2 Street Address (P.O. Box Number is Not Acceptable)
R3 **1201 Hays Street**
R4 City **Tallahassee** FL R5 Zip Code **32301**

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: _____ (NOTE: Registered Agent signature required when reinstalling) DATE: _____

12. OFFICERS AND DIRECTORS	
TITLE	PD <input type="checkbox"/> DELETE
NAME	THOMAS, PATRICK H.
STREET ADDRESS	3 CORPORATE SQUARE, #700
CITY-ST-ZIP	ATLANTA GA
TITLE	VT <input type="checkbox"/> DELETE
NAME	TARLTON, PITTARD
STREET ADDRESS	3 CORPORATE SQUARE, #700
CITY-ST-ZIP	ATLANTA GA
TITLE	VS <input type="checkbox"/> DELETE
NAME	HUTTO, RANDOLPH L.
STREET ADDRESS	3 CORPORATE SQUARE, #700
CITY-ST-ZIP	ATLANTA GA
TITLE	C <input type="checkbox"/> DELETE
NAME	MCACHEE, DWAYNE
STREET ADDRESS	3 CORPORATE SQUARE, SUITE 400
CITY-ST-ZIP	ATLANTA GA
TITLE	VPC <input type="checkbox"/> DELETE
NAME	BARNETT, GREG
STREET ADDRESS	3 CORPORATE SQUARE, SUITE 400
CITY-ST-ZIP	ATLANTA GA
TITLE	VPS <input type="checkbox"/> DELETE
NAME	PARKER, LOUIS C. III
STREET ADDRESS	3 CORPORATE SQUARE, #700
CITY-ST-ZIP	ATLANTA GA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	SEE ATTACHED LIST
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	
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.

SIGNATURE:  **JERRY P. DEMBOWSKI**
Asst Secretary 3/31/98 076-857-7248

CR2E034 (10/97)

01/20/98

Corporate Officers

First Image Management Corporation

Directors

David P. Bailis
Robert J. Levenson

Title

Director
Director

Officers

Chief Executive Officer and President
Executive Vice President
Secretary
Vice President
Assistant Secretary

Name

Gary J. Trainor
Terry R. Wade
David P. Bailis
Kevin Jones
Jerry P. Dembowski
Rosemary T. Gallagher
Thomas A. Rossi
David L. Schlapbach
Patricia A. Winchell
Bernard Rothman
Gary L. Schmidt
Mark E. Young

Assistant Treasurer

Address(es) for Bernard Rothman

Business Address

5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

Residence Address

5660 New Northside Drive
Atlanta, GA 30328

Address(es) for David L. Schlapbach

Business Address

5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

Residence Address

1403 Glenridge Stratford Drive
Atlanta, GA 30342

Address(es) for David P. Bailis

Business Address

5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

Residence Address

571 Gramercy Drive
Marietta, GA 30068

Address(es) for Gary J. Trainor

Business Address

225 Scientific Drive
Norcross, GA 30092

Residence Address

245 Southern Hills Drive
Duluth, GA 30155

Address(es) for Gary L. Schmidt

Business Address

5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

Residence Address

8760 Glen Ferry Drive
Alpharetta, GA 30202

01/20/98

Corporate Officers

Address(es) for Jerry P. Dembowski

Business Address

5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

Residence Address

902 Fieldstone Way
Woodstock, GA 30189

Address(es) for Kevin Jones

Business Address

10825 Old Mill Road
Omaha, NE 68154

Residence Address

11309 Seward Plaza, Apt 1517
Omaha, NE 68154

Address(es) for Mark E. Young

Business Address

5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

Residence Address

120 Reston Court
Fayetteville, GA 30214

Address(es) for Patricia A. Winchell

Business Address

5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

Residence Address

776 Old Paper Mill Drive
Marietta, GA 30067

Address(es) for Robert J. Levenson

Business Address

401 Hackensack Avenue, 7th Floor
Hackensack, NJ 07601

Residence Address

39 Hawthorne Road
Essex Fells, NJ 07021

Address(es) for Rosemary T. Gallagher

Business Address

6200 South Quebec Street
Englewood, CO 80111

Residence Address

1612 Mountain Maple Avenue
Highlands Ranch, CO 80126

Address(es) for Thomas A. Rossi

Business Address

2121 N. 117th Avenue NP-30
Omaha, NE 68164

Residence Address

5204 Jones Street
Omaha, NE 68106

Address(es) for Terry R. Wade

Business Address

225 Scientific Drive
Norcross, GA 30092