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**Apr 18 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE * Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P34496 (0)
1. Corporation Name:
THE PROFIT RECOVERY GROUP INTERNATIONAL I, INC.



Principal Place of Business 2300 WINDY RIDGE PKWAY SUITE 100. NORTH ATLANTA GE 30339-8426 US	Mailing Address 2300 WINDY RIDGE PKWY SUITE 100. NORTH ATLANTA GE 30339-5665 US
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3. Date Incorporated or Qualified 06/27/1991	3a. Date of Last Report 07/03/1996
4. FEI Number 58-1917267	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	2a. Mailing Address
21 State, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

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 _____ DATE _____
Signature is for printed name of registered agent and date if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	DV <input type="checkbox"/> DELETE
NAME	TOMA, JOHN M
STREET ADDRESS	2300 WINDY RIDGE PKWY, SUITE 100 NORTH
CITY- ST- ZIP	ATLANTA GA
TITLE	CP <input type="checkbox"/> DELETE
NAME	COOK, JOHN M.
STREET ADDRESS	2300 WINDY RIDGE PKWY, SUITE 100 NORTH
CITY- ST- ZIP	MARIETTA GA
TITLE	D <input type="checkbox"/> DELETE
NAME	GOLDEN, JONATHAN
STREET ADDRESS	2800 ONE ATLANTIC CENTER 1201 PEACHTREE ST
CITY- ST- ZIP	ATLANTA N GA 30309-3400
TITLE	D <input type="checkbox"/> DELETE
NAME	COHEN, SANLEY
STREET ADDRESS	6195 BARFIELD ROAD, #280
CITY- ST- ZIP	ATLANTA GE
TITLE	D <input type="checkbox"/> DELETE
NAME	FIAL, CHARLES T
STREET ADDRESS	9835 AVOCET LANE
CITY- ST- ZIP	LAFAYETTE CO
TITLE	D <input type="checkbox"/> DELETE
NAME	GREIMANN, GARTH
STREET ADDRESS	ONE BOSTON PLACE, SLUTIE 3425
CITY- ST- ZIP	BOSTON MA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY- ST- ZIP
2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY- ST- ZIP
3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY- ST- ZIP
4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY- ST- ZIP
5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY- ST- ZIP
6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> 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: *Sandra B. Mortham* **REQUIRED** **4/18/97** **(770) 989-8628**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Day/Phone #

CR2E034 (9/96)