


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

**FILED**  
**May 27, 1999 8:00 am**  
**Secretary of State**

05-27-1999 90001 039 \*\*\*150.00

<b>PROFIT CORPORATION ANNUAL REPORT 1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT #</b> P38933 OK ✓			
1. Corporation Name <b>CTI Holding, Inc.</b> ✓			
Principal Place of Business <b>One James Center</b> <b>901 East Cary St.</b> <b>Richmond, VA 23219</b>		Mailing Address <b>One James Center</b> <b>Attn: Rachel E. Geiersbach</b> <b>Richmond, VA 23219</b>	
2. Principal Place of Business 21 <b>One James Center</b> Suite, Apt. #, etc. 22 <b>901 E. Cary St.</b> City & State 23 <b>Richmond, VA</b> Zip 24 <b>23219</b> Country 25 <b>USA</b>		2a. Mailing Address 26 <b>One James Center</b> Suite, Apt. #, etc. 27 <b>Attn: Rachel E. Geiersbach</b> City & State 28 <b>Richmond, VA</b> Zip 29 <b>23219</b> Country 30 <b>USA</b>	
3. Date Incorporated or Qualified <b>05/19/1992</b>			
4. FEI Number <b>59-2863365</b>			
5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75</b> Additional Fee Required			
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00</b> May Be Added to Fees			
8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
		81 Name <b>CT Corporation System</b>	
		82 Street Address (P.O. Box Number is Not Acceptable) <b>1200 South Pine Island Rd.</b>	
		83	
		84 City <b>Plantation</b>	
		85 Zip Code <b>FL 33324</b>	
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 <input type="checkbox"/> DELETE		1.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME		1.2 NAME <b>P Paul R. Goodwin</b>	
STREET ADDRESS		1.3 STREET ADDRESS <b>One James Center</b>	
CITY-ST-ZIP		1.4 CITY-ST-ZIP <b>Richmond, VA 23219</b>	
TITLE <input type="checkbox"/> DELETE		2.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME		2.2 NAME <b>V Mark G. Aron</b>	
STREET ADDRESS		2.3 STREET ADDRESS <b>One James Center</b>	
CITY-ST-ZIP		2.4 CITY-ST-ZIP <b>Richmond, VA 23219</b>	
TITLE <input type="checkbox"/> DELETE		3.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME		3.2 NAME <b>V James P.- Peter</b>	
STREET ADDRESS		3.3 STREET ADDRESS <b>One James Center</b>	
CITY-ST-ZIP		3.4 CITY-ST-ZIP <b>Richmond, VA 23219</b>	
TITLE <input type="checkbox"/> DELETE		4.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME		4.2 NAME <b>VS Alan A. Rudnick</b>	
STREET ADDRESS		4.3 STREET ADDRESS <b>One James Center</b>	
CITY-ST-ZIP		4.4 CITY-ST-ZIP <b>Richmond, VA 23219</b>	
TITLE <input type="checkbox"/> DELETE		5.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME		5.2 NAME <b>VT Gregory R. Weber</b>	
STREET ADDRESS		5.3 STREET ADDRESS <b>One James Center</b>	
CITY-ST-ZIP		5.4 CITY-ST-ZIP <b>Richmond, VA 23219</b>	
TITLE <input type="checkbox"/> DELETE		6.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME		6.2 NAME <b>Assistant Secretary</b>	
STREET ADDRESS		6.3 STREET ADDRESS <b>Rachel E. Geiersbach</b>	
CITY-ST-ZIP		6.4 CITY-ST-ZIP <b>One James Center</b>	
		6.5 CITY-ST-ZIP <b>Richmond, VA 23219</b>	

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, with all other like empowered.

SIGNATURE:  Rachel E. Geiersbach 4/30/99 804-782-1435  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

**CTI Holding, Inc.**  
Additional Officers and Directors for  
1999 Annual Report Filing

565363-9000139  
P38933

**DIRECTORS**

**Mark G. Aron**  
CSX Corporation  
One James Center  
901 E. Cary Street  
Richmond, VA 23219 USA

**Paul R. Goodwin**  
CSX Corporation  
One James Center  
901 E. Cary Street  
Richmond, VA 23219 USA

**John W. Snow**  
CSX Corporation  
One James Center  
901 E. Cary Street  
Richmond, VA 23219 USA

Office of the Vice President-General  
Counsel and Corporate Secretary  
Richmond, Virginia  
April 30, 1999