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Feb 04 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # P41001 (9)  
1. Corporation Name  
APOGEE OF TENNESSEE, INC.

Principal Place of Business: 4515 POPLAR AVE SUITE 322 MEMPHIS TN 38117  
Mailing Address: 1018 W. NINTH AVENUE SUITE 202 KING OF PRUSSIA PA 19406-1233 US



3. Date Incorporated or Qualified: 10/19/1992  
3a. Date of Last Report: 05/01/1996

4. FEI Number: 62-1318459  
Applied For: Not Applicable

5. Certificate of Status Desired:  \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution:  \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes:  Yes  No

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) details including Suite, Apt. #, City & State, Zip, and Country.

9. Name and Address of Current Registered Agent: THE PRENTICE-HALL CORPORATION SYSTEM INC. 110 NORTH MAGNOLIA STREET TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent (81-85) details including Name, Street Address, City, State (FL), and 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] (NOTE: Registered Agent signature required when reinstating) DATE

Table with 5 rows and 2 columns: OFFICERS AND DIRECTORS. Columns: TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP. Rows include Lawrence M. Davies, Caroline H. Fleming, Stanley F. Szczygiel, Robert A. Ouimette, and Joseph W. Wilks.

Table with 5 rows and 2 columns: ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Columns: TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP. Rows 1-5 are empty.

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 in an attachment with an address.

SIGNATURE: [Signature] SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1-15-97 610-992-7200 Date Daytime Phone #

CR2E034 (9/96)