

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

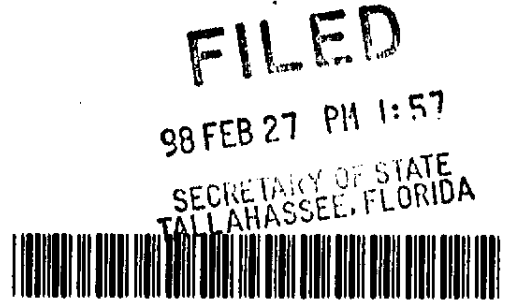
PROFIT CORPORATION ANNUAL REPORT 1998



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, US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	10/19/1992	
22	City & State	27	City & State	4. FEI Number	
23	Zip	28	Zip	62-1318459	
24	Country	29	Country	Applied For	
		30		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				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				85 Zip Code			
				FL			

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 reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	Treasurer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	DAVIES, LAWRENCE M.	1.2 NAME	mark gibson
STREET ADDRESS	1018 W. NINTH AVENUE	1.3 STREET ADDRESS	1018 W 9th Ave
CITY-ST-ZIP	KING OF PRUSSIA PA	1.4 CITY-ST-ZIP	King of Prussia, PA 19406
TITLE	VPS <input checked="" type="checkbox"/> DELETE	2.1 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CAROLINE H. FLEMING	2.2 NAME	Lawrence Davies
STREET ADDRESS	237 PARK AVE 20TH FLOOR	2.3 STREET ADDRESS	Same as indicated
CITY-ST-ZIP	NEW YARK NY 10017	2.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SZCZYGIEL, STANLEY F	3.2 NAME	400002445964--2
STREET ADDRESS	1018 W. NINTH AVE.	3.3 STREET ADDRESS	-03/03/98--01085--001
CITY-ST-ZIP	KING OF PRUSSIA PA	3.4 CITY-ST-ZIP	****150.00 ****150.00
TITLE	AS <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBERT A. OUMETTE	4.2 NAME	
STREET ADDRESS	237 PARK AVE 20TH FLOOR	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10017	4.4 CITY-ST-ZIP	
TITLE	T <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILKS, JOSEPH W	5.2 NAME	
STREET ADDRESS	1018 W. NINTH AVE.	5.3 STREET ADDRESS	
CITY-ST-ZIP	KING OF PRUSSIA PA	5.4 CITY-ST-ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VINICK, ALAN	6.2 NAME	
STREET ADDRESS	1018 W. NINTH AVE.	6.3 STREET ADDRESS	
CITY-ST-ZIP	KING OF PRUSSIA PA	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 \_\_\_\_\_ DATE 1 27 98 / 10 000 7000

CR2E034 (10/97)