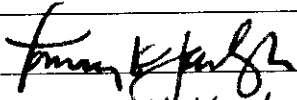
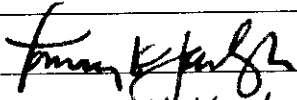
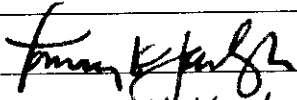


No. C 79109	Due no later than Jul 31, 2002 Annual Report Form	2. Registered Agent and Office NO PO BOX C T CORPORATION 300 NORTH 6TH STREET BOISE, ID 83701												
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1 Mailing Address - Correct in this box, if applicable PEOPLEMARK, INC. TAX DEPARTMENT 22 SOUTH SECOND STREET MEMPHIS, TN 38103	3. New Registered Agent Signature 												
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. <table style="width: 100%; border: none;"> <thead> <tr> <th style="text-align: left; border-bottom: 1px solid black;"><u>Office held</u></th> <th style="text-align: left; border-bottom: 1px solid black;"><u>Name</u></th> <th style="text-align: left; border-bottom: 1px solid black;"><u>Street or P.O. Address</u></th> <th style="text-align: left; border-bottom: 1px solid black;"><u>City</u></th> <th style="text-align: left; border-bottom: 1px solid black;"><u>State</u></th> <th style="text-align: left; border-bottom: 1px solid black;"><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6" style="height: 150px; vertical-align: middle; text-align: center; font-size: 1.2em;"> - Schedule Attached - </td> </tr> </tbody> </table>			<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	- Schedule Attached -					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>									
- Schedule Attached -														
5. Organized Under the Laws of: <div style="text-align: center;">DELAWARE C 79109</div>	6. <table style="width: 100%; border: none;"> <tr> <td style="width: 60%;">Signature </td> <td style="width: 40%;">Date <u>6.7.02</u></td> </tr> <tr> <td>Name <small>(Typed or Printed)</small> <u>Tommy K. YARBROUGH</u></td> <td>Title <u>VP</u></td> </tr> </table>		Signature 	Date <u>6.7.02</u>	Name <small>(Typed or Printed)</small> <u>Tommy K. YARBROUGH</u>	Title <u>VP</u>								
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PEOPLEMARK, INC.
Officers and Directors

IRA A. LIPMAN (*) 22 South Second Street Memphis, Tennessee 38103	Chairman of the Board
GREG L. GILE 3587 Fairwood Cove Memphis, Tennessee 38125	President
JOSHUA S LIPMAN 22 South Second Street Memphis, Tennessee 38103	Secretary and Vice President
ROBERT W. OVERMAN 5345 Shady Grove Road Memphis, Tennessee 38120	Vice President
JEROME C. JACQUES 3027 Carrick Drive Germantown, Tennessee 38138	Treasurer and Senior Vice President
TOMMY K. YARBROUGH 2711 Kelmscott Cove Memphis, Tennessee 38119	Tax Manager and Vice President
O. NATHANIEL HILBURN, JR. 1920 Brooksedge Drive Germantown, Tennessee 38138	Assistant Secretary

(*) Director