

No. C 60746	Annual Report Form Due No Later Than November 30, 1999		2. Registered Agent and Office NOT A P.O. BOX													
Return to: * SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED	1. Mailing Address - Please Correct, If Not Correct GUARDSMARK, INC. TAX DEPARTMENT 22 SOUTH SECOND STREET MEMPHIS TN 38103		C T CORPORATION SYSTEM 300 NORTH 6TH STREET BOISE ID 83701 3. Organized Under the Laws of: DE C 60746													
<p>** FINAL NOTICE **</p> <p>4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one)</p> <table border="1"> <thead> <tr> <th><u>Office held</u></th> <th><u>Name</u></th> <th><u>Street or P.O. Address</u></th> <th><u>City</u></th> <th><u>State</u></th> <th><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6" style="height: 100px; vertical-align: top;"> <p><i>Schedule Attached</i></p> </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>	<p><i>Schedule Attached</i></p>					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>											
<p><i>Schedule Attached</i></p>																
5. <u>New</u> Registered Agent Signature		6. <table> <tr> <td>Signature <i>Tommy K. Vaebeough</i></td> <td>Date <i>11/5/99</i></td> </tr> <tr> <td>Name (Typed or Printed) <i>Tommy K. Vaebeough</i></td> <td>Title <i>Vice President</i></td> </tr> </table>			Signature <i>Tommy K. Vaebeough</i>	Date <i>11/5/99</i>	Name (Typed or Printed) <i>Tommy K. Vaebeough</i>	Title <i>Vice President</i>								
Signature <i>Tommy K. Vaebeough</i>	Date <i>11/5/99</i>															
Name (Typed or Printed) <i>Tommy K. Vaebeough</i>	Title <i>Vice President</i>															

ISSUED: 10-01-1999

1181

GUARDSMARK, INC.
Officers and Directors

IRA A. LIPMAN (*)
22 South Second Street
Memphis, Tennessee 38103

Chairman of the Board and President

JOHN F. CLARK
930 River Park Drive
Memphis, Tennessee 38103

Senior Vice President

JOSHUA S LIPMAN
22 South Second Street
Memphis, Tennessee 38103-2695

Secretary

ROBERT W. OVERMAN
5345 Shady Grove Road
Memphis, Tennessee 38120

Vice President

JEROME C. JACQUES
3027 Carrick Drive
Germantown, Tennessee 38138

Senior Vice President

TOMMY K. YARBROUGH
2711 Kelmscott Cove
Memphis, Tennessee 38119

Vice President and Tax Manager

(*) Director