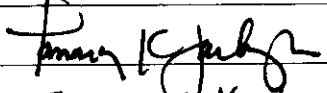


No. <b>C 60746</b>	<b>Due no later than Mar 31, 2001</b>		2. Registered Agent and Office <b>NO PO BOX</b>												
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080  <b>NO FILING FEE IF RECEIVED BY DUE DATE</b>	<b>Annual Report Form</b>		C T CORPORATION SYSTEM												
	1. Mailing Address - Correct in this box, if applicable GUARDSMARK, INC. TAX DEPARTMENT 22 SOUTH SECOND STREET  MEMPHIS, TN 38103		300 NORTH 6TH STREET  BOISE, ID 83701  3. <u>New</u> Registered Agent Signature												
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. <table border="0"> <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="text-align: center; vertical-align: middle;">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:  DELAWARE C 60746	6. Signature  Name (Typed or Printed) <u>Tommy K. Vardrough</u>			Date <u>3-30-01</u> Title: <u>Vice President</u>											

**GUARDSMARK, INC.**  
Officers and Directors

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

Chairman of the Board and President

WELDON L. KENNEDY  
939 East Riverwalk Drive  
Memphis, Tennessee 38120-2602

Vice Chairman, Group Executive

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 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

(\*) Director