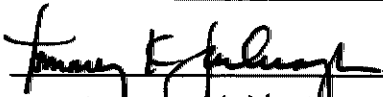
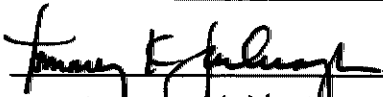
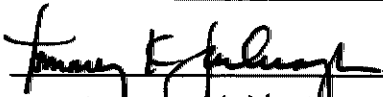


No. C 79109 Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED ** FINAL NOTICE **	Annual Report Form Due No Later Than November 30, 1999 1. Mailing Address - Please Correct, If Not Correct PEOPLEMARK, INC. TAX DEPARTMENT 22 SOUTH SECOND STREET MEMPHIS TN 38103	2. Registered Agent and Office NOT A P.O. BOX C T CORPORATION 300 NORTH 6TH STREET BOISE ID 83701 3. Organized Under the Laws of: DE C 79109												
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) <table border="1"> <thead> <tr> <th>Office held</th> <th>Name</th> <th>Street or P.O. Address</th> <th>City</th> <th>State</th> <th>Zip</th> </tr> </thead> <tbody> <tr> <td colspan="6" style="text-align: center;">Schedule Attached</td> </tr> </tbody> </table>			Office held	Name	Street or P.O. Address	City	State	Zip	Schedule Attached					
Office held	Name	Street or P.O. Address	City	State	Zip									
Schedule Attached														
5. <u>New</u> Registered Agent Signature	6. <table border="1"> <tr> <td>Signature</td> <td></td> <td>Date</td> <td>11/5/99</td> </tr> <tr> <td>Name (Typed or Printed)</td> <td>Tommy K. Yarbrough</td> <td>Title</td> <td>Vice President</td> </tr> </table>		Signature		Date	11/5/99	Name (Typed or Printed)	Tommy K. Yarbrough	Title	Vice President				
Signature		Date	11/5/99											
Name (Typed or Printed)	Tommy K. Yarbrough	Title	Vice President											

ISSUED: 10-01-1999

1180

Peplemark, Inc.
Officers and Directors

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

**Chairman of the Board
and President**

JOSHUA S. LIPMAN
22 South Second Street
Memphis, Tennessee 38103

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
and Treasurer**

TOMMY K. YARBROUGH
2711 Kelmscott Cove
Memphis, Tennessee 38119

**Vice President and
Tax Manager**

O. NATHANIEL HILBURN, JR.
1920 Brooksedge Drive
Germantown, Tennessee 38138

Assistant Secretary

(*) Director