



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005**

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. <b>35267</b>		2. Name of Corporation <b>PEOPLEMARK, INC.</b>			
3. Street Address Principal Business Office <b>22 S. Second St.</b>			City <b>Memphis</b>	State <b>TN</b>	Zip <b>38103</b>
4. Business Phone No. <b>(901) 522-6000</b>		5. State of Incorporation <b>DELAWARE</b>		6. SIC Code <b>7914</b>	
7. Brief Description of the Character of Business Conducted in Rhode Island <b>INACTIVE</b>					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name <b>Greg Gile</b>			Vice President Name <b>Tommy K. YARBROUGH</b>		
Street Address <b>22 S. Second St.</b>			Street Address <b>22 S. Second St.</b>		
City <b>Memphis</b>	State <b>TN</b>	Zip <b>38103</b>	City <b>Memphis</b>	State <b>TN</b>	Zip <b>38103</b>
Secretary Name <b>JOSHUA S LIPMAN</b>			Treasurer Name <b>JEROME C. JACQUES</b>		
Street Address <b>22 S. Second St.</b>			Street Address <b>22 S. Second St.</b>		
City <b>Memphis</b>	State <b>TN</b>	Zip <b>38103</b>	City <b>Memphis</b>	State <b>TN</b>	Zip <b>38103</b>
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name <b>IRA A. LIPMAN</b>			Director Name		
Street Address <b>22 S. Second St.</b>			Street Address		
City <b>Memphis</b>	State <b>TN</b>	Zip <b>38103</b>	City	State	Zip
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
Number of Shares	Class Series	Par Value	Number of Shares	Class Series	Par Value
<b>100,000 COMM \$0.01 PAR VALUE</b>			<b>100,000</b>	<b>Common</b>	<b>\$ .01</b>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\*35267\*

File Date 2/25/05  
Check No. 122929  
By [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [Signature] Date 2/21/05  
Print or Type Name of Officer TOMMY K. YARBROUGH  
Title of Officer VICE PRESIDENT



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004**

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. <b>35267</b>		2. Name of Corporation <b>PEOPLEMARK, INC.</b>			
3. Street Address Principal Business Office <b>22 S. SECOND ST.</b>			City <b>Memphis</b>	State <b>TN</b>	Zip <b>38103</b>
4. Business Phone No. <b>(901) 522-6006</b>		5. State of Incorporation <b>DELAWARE</b>			6. SIC Code <b>7914</b>
7. Brief Description of the Character of Business Conducted in Rhode Island <b>INACTIVE</b>					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name <b>GREG GILE</b>			Vice President Name <b>TOMMY K. YARBROUGH</b>		
Street Address <b>22 S. SECOND ST.</b>			Street Address <b>22 S. SECOND ST.</b>		
City <b>Memphis</b>	State <b>TN</b>	Zip <b>38103</b>	City <b>Memphis</b>	State <b>TN</b>	Zip <b>38103</b>
Secretary Name <b>JOSHUA S LIPMAN</b>			Treasurer Name <b>JEROME C. JACQUES</b>		
Street Address <b>22 S. SECOND ST.</b>			Street Address <b>22 S. SECOND ST.</b>		
City <b>Memphis</b>	State <b>TN</b>	Zip <b>38103</b>	City <b>Memphis</b>	State <b>TN</b>	Zip <b>38103</b>
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name <b>IRA A. LIPMAN</b>			Director Name		
Street Address <b>22 S. SECOND ST.</b>			Street Address		
City <b>Memphis</b>	State <b>TN</b>	Zip <b>38103</b>	City	State	Zip
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
<b>100,000 COMM \$0.01 PAR VALUE</b>			<b>100,000</b>	<b>COMMON</b>	<b>\$.01</b>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 3 5 2 6 7 \*

File Date 3-8-04  
Check No. 119985  
By: ICP

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Tommy K. Yarbrough 2/13/04  
Signature of Officer Date  
Tommy K. YARBROUGH  
Print or Type Name of Officer  
VICE PRESIDENT  
Title of Officer

**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 Brookside Drive  
Germantown, Tennessee 38138

Assistant Secretary

(\*) Director



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003**  
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **35267** 2. Name of Corporation **PEOPLEMARK, INC.**  
3. Street Address Principal Business Office **22 S. SECOND STREET** City **Memphis** State **TN** Zip **38103**  
4. Business Phone No **(901) 522-6000** 5. State of Incorporation **DELAWARE** 6. SIC Code **7914**  
7. Brief Description of the Character of Business Conducted in Rhode Island **INACTIVE**

**8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT)  FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name <b>GREG GILE</b> Street Address <b>22 S. SECOND STREET</b> City <b>Memphis</b> State <b>TN</b> Zip <b>38103</b>	Vice President Name <b>TOMMY K. YARBROUGH</b> Street Address <b>22 S. SECOND STREET</b> City <b>Memphis</b> State <b>TN</b> Zip <b>38103</b>
Secretary Name <b>JOSHUA S LIPMAN</b> Street Address <b>22 S. SECOND STREET</b> City <b>Memphis</b> State <b>TN</b> Zip <b>38103</b>	Treasurer Name <b>JEROME C. JACQUES</b> Street Address <b>22 S. SECOND STREET</b> City <b>Memphis</b> State <b>TN</b> Zip <b>38103</b>

**9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT)  FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name <b>IRA A. LIPMAN</b> Street Address <b>22 S. SECOND STREET</b> City <b>Memphis</b> State <b>TN</b> Zip <b>38103</b>	Director Name _____ Street Address _____ City _____ State _____ Zip _____
Director Name _____ Street Address _____ City _____ State _____ Zip _____	Director Name _____ Street Address _____ City _____ State _____ Zip _____

**10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)**

AUTHORIZED SHARES	Class/Series	Par Value
<b>100,000 COMM</b>	<b>\$0.01</b>	<b>PAR VALUE</b>

**11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)**

ISSUED SHARES	Class/Series	Par Value
<b>100,000</b>	<b>COMMON</b>	<b>\$.01</b>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 3 5 2 6 7 \*

File Date: 3-3-03  
Check No.: 116937  
By: ICP

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: Tommy K. Yarbrough Date: 2/27/03

Print or Type Name of Officer: Tommy K. YARBROUGH

Title of Officer: Vice President

**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 Brookledge Drive  
Germantown, Tennessee 38138

Assistant Secretary

(\*) Director



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002**  
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **35267** 2. Name of Corporation **PEOPLEMARK, INC.**  
3. Street Address Principal Business Office **22 S. Second Street** City **Memphis** State **TN** Zip **38103**  
4. Business Phone No. **(901) 522-6000** 5. State of Incorporation **DELAWARE** 6. SIC Code **7914**  
7. Brief Description of the Character of Business Conducted in Rhode Island  
**INACTIVE**

**8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT)  FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name <b>Greg Gile</b>	Vice President Name <b>Tommy K. Yarbrough</b>
Street Address <b>22 S. Second Street</b>	Street Address <b>22 S. Second Street</b>
City State Zip <b>Memphis TN 38103</b>	City State Zip <b>Memphis TN 38103</b>
Secretary Name <b>Joshua S Lipman</b>	Treasurer Name <b>Jerome C. Jacques</b>
Street Address <b>22 S. Second Street</b>	Street Address <b>22 S. Second Street</b>
City State Zip <b>Memphis TN 38103</b>	City State Zip <b>Memphis TN 38103</b>

**9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT)  FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name <b>Ira A. Lipman</b>	Director Name
Street Address <b>22 S. Second Street</b>	Street Address
City State Zip <b>Memphis TN 38103</b>	City State Zip
Director Name	Director Name
Street Address	Street Address
City State Zip	City State Zip

**10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)**

AUTHORIZED SHARES  
Number of Shares Class/Series Par Value  
**100,000 COMMON \$0.01 PAR VALUE**

**11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)**

ISSUED SHARES  
Number of Shares Class/Series Par Value  
**100,000 Common \$0.01**

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 3 5 2 6 7 \*

File Date: 2-21-02  
Check No.: 112167  
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [Signature] Date: 2-18-02

**Tommy K. Yarbrough**  
Print or Type Name of Officer

**Vice President**  
Title of Officer

**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



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001**  
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **35267** 2. Name of Corporation **PEOPLEMARK, INC.**

3. Street Address Principal Business Office **22 S. Second Street** City **Memphis** State **TN** Zip **38103**

4. Business Phone No. **(901) 522-6000** 5. State of Incorporation **DELAWARE** 6. ~~7994~~

7. Brief Description of the Character of Business Conducted in Rhode Island  
**INACTIVE**

**8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name **Ira A. Lipman**  
Street Address **22 S. Second Street**  
City **Memphis** State **TN** Zip **38103**

Vice President Name **Tommy K. Yarbrough**  
Street Address **22 S. Second Street**  
City **Memphis** State **TN** Zip **38103**

Secretary Name **Joshua S Lipman**  
Street Address **22 S. Second Street**  
City **Memphis** State **TN** Zip **38103**

Treasurer Name **Jerome C. Jacques**  
Street Address **22 S. Second Street**  
City **Memphis** State **TN** Zip **38103**

**9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name **Ira A. Lipman**  
Street Address **22 S. Second Street**  
City **Memphis** State **TN** Zip **38103**

Director Name  
Street Address  
City State Zip

Director Name  
Street Address  
City State Zip

Director Name  
Street Address  
City State Zip

**10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)**

AUTHORIZED SHARES  
Number of Shares Class/Series Par Value  
**100,000 COMMON \$0.01 PAR VALUE**

**11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)**

ISSUED SHARES  
Number of Shares Class/Series Par Value  
**100,000 Common \$0.01**

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 3 5 2 6 7 \*

File Date 3/5  
Check No 109211  
By [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer Tommy K. Yarbrough Date 2/26/01  
Print or Type Name of Officer Tommy K. Yarbrough  
Title of Officer VP

**PEOPLEMARK, INC.**  
Officers and Directors

IRA A. LIPMAN (\*) Chairman of the Board and President  
22 South Second Street  
Memphis, Tennessee 38103

JOSHUA S LIPMAN Secretary and Vice President  
22 South Second Street  
Memphis, Tennessee 38103-2695

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

JEROME C. JACQUES Treasurer and Senior Vice President  
3027 Carrick Drive  
Germantown, Tennessee 38138

TOMMY K. YARBROUGH Tax Manager and Vice President  
2711 Kelmscott Cove  
Memphis, Tennessee 38119

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

(\*) Director



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **35267**      2. Name of Corporation **PEOPLEMARK, INC.**  
3. Street Address Principal Business Office  
**22 S. Second Street**      City **Memphis**      State **TN**      Zip **38103**  
4. Business Phone No. **(901) 522-6000**      5. State of Incorporation **DELAWARE**      6. SIC Code **7914**

7. Brief Description of the Character of Business Conducted in Rhode Island

**INACTIVE**

**8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name <b>Ira A. Lipman</b> Street Address <b>22 S. Second Street</b> City <b>Memphis</b> State <b>TN</b> Zip <b>38103</b>	Vice President Name <b>Tommy K. Yarbrough</b> Street Address <b>22 S. Second Street</b> City <b>Memphis</b> State <b>TN</b> Zip <b>38103</b>
Secretary Name <b>Joshua S Lipman</b> Street Address <b>22 S. Second Street</b> City <b>Memphis</b> State <b>TN</b> Zip <b>38103</b>	Treasurer Name <b>Jerome C. Jacques</b> Street Address <b>22 S. Second Street</b> City <b>Memphis</b> State <b>TN</b> Zip <b>38103</b>

**9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name <b>Ira A. Lipman</b> Street Address <b>22 S. Second Street</b> City <b>Memphis</b> State <b>TN</b> Zip <b>38103</b>	Director Name  Street Address  City      State      Zip
Director Name  Street Address  City      State      Zip	Director Name  Street Address  City      State      Zip

**10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)**

AUTHORIZED SHARES	Class/Series	Par Value
100,000	Common	\$.01

**11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)**

ISSUED SHARES	Class/Series	Par Value
100,000	Common	\$.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 3 5 2 6 7 \*

File Date: 3/2/00  
Check No.: 105803  
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Tommy K. Yarbrough      2/25/2000  
Signature of Officer      Date

**TOMMY K. YARBROUGH**  
VICE PRESIDENT

Title of Officer

**PEOPLEMARK, INC.**  
Officers and Directors

IRA A. LIPMAN (\*) Chairman of the Board and President  
22 South Second Street  
Memphis, Tennessee 38103

JOSHUA S LIPMAN Secretary and Vice President  
22 South Second Street  
Memphis, Tennessee 38103-2695

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

JEROME C. JACQUES Treasurer and Senior Vice President  
3027 Carrick Drive  
Germantown, Tennessee 38138

TOMMY K. YARBROUGH Tax Manager and Vice President  
2711 Kelmscott Cove  
Memphis, Tennessee 38119

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

(\*) Director



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No **35287** 2. Name of Corporation **PEOPLEMARK, INC.**  
 3. Street Address Principal Business Office **22 S. Second Street** City **Memphis** State **TN** Zip **38103**  
 4. Business Phone No **(901) 522-6000** 5. State of Incorporation **DELAWARE** 6. SIC Code **7914**  
 7. Brief Description of the Character of Business Conducted in Rhode Island

**8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name **Ira A. Lipman** Vice President Name **Tommy K. Yarbrough**  
 Street Address **22 S. Second Street** Street Address **22 S. Second Street**  
 City **Memphis** State **TN** Zip **38103** City **Memphis** State **TN** Zip **38103**  
 Secretary Name **Joshua S. Lipman** Treasurer Name **Jerome C. Jacques**  
 Street Address **22 S. Second Street** Street Address **22 S. Second Street**  
 City **Memphis** State **TN** Zip **38103** City **Memphis** State **TN** Zip **38103**

**9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name **Ira A. Lipman**  
 Street Address **22 S. Second Street**  
 City **Memphis** State **TN** Zip **38103**  
 Director Name \_\_\_\_\_  
 Street Address \_\_\_\_\_  
 City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_  
 Director Name \_\_\_\_\_  
 Street Address \_\_\_\_\_  
 City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

**10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)**

Number of Shares	Class/Series	Par Value
100,000	Common	\$.01

**11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)**

Number of Shares	Class/Series	Par Value
100,000	Common	\$.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: Feb 16, 99

Check No.: 102068

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: Tommy K Yarbrough Date: 2/8/99

Print or Type Name of Officer: Tommy K Yarbrough

Title of Officer: VP

**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



**PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **35287** 2. Name of Corporation **PEOPLEMARK, INC.**  
 3. Street Address Principal Business Office  
 22 S. Second Street City **Memphis** State **TN** Zip **38103**  
 4. Business Phone No. (901) 522-6000 5. State of Incorporation **DELAWARE** 6. SIC Code **7914**  
 7. Brief Description of the Character of Business Conducted in Rhode Island  
**INACTIVE**

**8. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT) X**

President Name <b>Ira A. Lipman</b>	Vice President Name <b>Tommy K. Yarbrough</b>
Street Address 22 S. Second Street	Street Address 22 S. Second Street
City State Zip <b>Memphis TN 38103</b>	City State Zip <b>Memphis TN 38103</b>
Secretary Name <b>Joshua S Lipman</b>	Treasurer Name <b>Jerome C. Jacques</b>
Street Address 22 S. Second Street	Street Address 22 S. Second Street
City State Zip <b>Memphis TN 38103</b>	City State Zip <b>Memphis TN 38103</b>

**9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT)**

Director Name <b>Ira A. Lipman</b>	Director Name
Street Address 22 S. Second Street	Street Address
City State Zip <b>Memphis TN 38103</b>	City State Zip
Director Name	Director Name
Street Address	Street Address
City State Zip	City State Zip

**10. SHARES AUTHORIZED (\*X\* BOX FOR ATTACHMENT)**

AUTHORIZED SHARES		
Number of Shares	Class/Series	Par Value
100,000	Common	\$.01

**11. SHARES ISSUED (\*X\* BOX FOR ATTACHMENT)**

ISSUED SHARES		
Number of Shares	Class/Series	Par Value
100,000	Common	\$.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 2.23.98  
 Check No.: 19284  
 By: ICP  
 FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: Tommy K. Yarbrough Date: 2/23/98  
 Print or Type Name of Officer: **TOMMY K. YARBROUGH**  
 Title of Officer: **VICE PRESIDENT**

**Peplemark, Inc.**  
Officers and Directors

IRA A. LIPMAN (\*) Chairman of the Board  
22 South Second Street and President  
Memphis, Tennessee 38103

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

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

JEROME C. JACQUES Senior Vice President  
3027 Carrick Drive and Treasurer  
Germantown, Tennessee 38138

TOMMY K. YARBROUGH Vice President and  
2711 Kelmscott Cove Tax Manager  
Memphis, Tennessee 38119

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

(\*) Director



**PROFIT CORPORATION ANNUAL REPORT 1997**  
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **35267** 2. Name of Corporation **PEOPLEMARK, INC.**  
3. Street Address Principal Business Office  
**22 S. Second Street** City **Memphis** State **TN** Zip **38103**  
4. Business Phone No. **(901) 522-6000** 5. State of Incorporation **DELAWARE** 6. SIC Code **7914**  
7. Brief Description of the Character of Business Conducted in Rhode Island  
**INACTIVE**

**B. NAMES AND ADDRESSES OF THE OFFICERS (\*X\* BOX FOR ATTACHMENT) X**

President Name <b>Ira A. Lipman</b> Street Address <b>22 S. Second Street</b> City <b>Memphis</b> State <b>TN</b> Zip <b>38103</b> Secretary Name <b>Zane Klein</b> Street Address <b>22 S. Second Street</b> City <b>Memphis</b> State <b>TN</b> Zip <b>38103</b>	Vice President Name <b>Tommy K. Yarbrough</b> Street Address <b>22 S. Second Street</b> City <b>Memphis</b> State <b>TN</b> Zip <b>38103</b> Treasurer Name <b>Jerome C. Jacques</b> Street Address <b>22 S. Second Street</b> City <b>Memphis</b> State <b>TN</b> Zip <b>38103</b>
---	--

**9. NAMES AND ADDRESSES OF THE DIRECTORS (\*X\* BOX FOR ATTACHMENT)**

Director Name <b>Ira A. Lipman</b> Street Address <b>22 S. Second Street</b> City <b>Memphis</b> State <b>TN</b> Zip <b>38103</b>	Director Name  Street Address  City State Zip Director Name  Street Address  City State Zip
---	--

**10. SHARES AUTHORIZED AND ISSUED (\*X\* BOX FOR ATTACHMENT)**

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
100,000	Common	\$.01	100,000	Common	\$.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



\* 3 5 2 6 7 \*  
File Date 2/18/97  
Check No. 18615  
By: [Signature]  
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.  
Signature of Officer [Signature] Date 2/17/97  
Tommy K. Yarbrough  
Print or Type Name of Officer  
Vice President  
Title of Officer

---

Peplemark, Inc.  
Officers & Directors

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

Chairman of the Board  
and President

ZANE KLEIN  
4432 Park Avenue  
Memphis, Tennessee 38117

Sr. Vice President  
and Secretary

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

Vice President

JEROME C. JACQUES  
3027 Carrick Drive  
Germantown, Tennessee 38138

Sr. Vice President and  
Treasurer

TOMMY K. YARBROUGH  
2711 Kelmscott Cove  
Memphis, Tennessee 38119

Vice President and  
Tax Manager

(\*) Director

**PROFIT CORPORATION  
ANNUAL REPORT**

**1996**



State of Rhode Island and Providence Plantations  
James R. Langevin, Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1  
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 35267  
2. NAME OF CORPORATION PEOPLEMARK, INC.  
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 22 S. Second Street  
CITY Memphis STATE TN ZIP CODE 38103  
4. BUSINESS PHONE NO. (901) 522-6000  
5. STATE OF INCORPORATION DELAWARE  
6. SIC CODE 7914  
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND  
inactive

**8. NAMES AND ADDRESSES OF THE OFFICERS**

PRESIDENT NAME See Attached  
VICE PRESIDENT NAME  
STREET ADDRESS  
CITY STATE ZIP CODE  
SECRETARY NAME  
STREET ADDRESS  
CITY STATE ZIP CODE  
TREASURER NAME  
STREET ADDRESS  
CITY STATE ZIP CODE

**9. NAMES AND ADDRESSES OF THE DIRECTORS**

DIRECTOR NAME See Attached  
DIRECTOR NAME  
STREET ADDRESS  
CITY STATE ZIP CODE  
DIRECTOR NAME  
STREET ADDRESS  
CITY STATE ZIP CODE  
DIRECTOR NAME  
STREET ADDRESS  
CITY STATE ZIP CODE

**10. SHARES AUTHORIZED AND ISSUED**

NUMBER OF SHARES	AUTHORIZED SHARES CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	ISSUED SHARES CLASS / SERIES	PAR VALUE
100,000	Common	\$.01	100,000	Common	\$.01

This report must be **SIGNED IN INK** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

File Date:

3/5/96  
13559  
[Signature]

Check No:

By:

[Signature]

For Secretary of State Use Only

[Signature]  
Signature of Officer

Tommy K. Garbrough  
Print or Type Name of Officer

VP  
Title of Officer  
2/27/96  
Date

Peplemark, Inc.  
Officers & Directors

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

Chairman of the Board  
and President

ZANE KLEIN  
4432 Park Avenue  
Memphis, Tennessee 38117

Sr. Vice President  
and Secretary

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

Vice President

JEROME C. JACQUES  
3027 Carrick Drive  
Germantown, Tennessee 38138

Sr. Vice President and  
Treasurer

TOMMY K. YARBROUGH  
2711 Kelmscott Cove  
Memphis, Tennessee 38119

Vice President and  
Tax Manager

(\*) Director

Payable to:  
Secretary of State

PLEASE TYPE OR PRINT

State of Rhode Island and Providence Plantations  
Office of The Secretary of State  
100 North Main Street  
Providence, Rhode Island 02903-1335  
401-277-3040

File Annually  
LLC: Sept. 1 - Nov. 1  
CORP: Jan. 1 - March 1

Corporate ID: 0035267 Annual Report for the year: 1995  
Name of Business Entity: PEOPLEMARK, INC.

Business entity organized under the laws of the State of: Delaware  
Federal Taxpayer Identification Number: 62-1061051  
For foreign entity, address and telephone number of principal office:  
22 S. Second Street  
Memphis, TN 38103  
Phone: (901) 522-6000  
Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):  
None  
Phone: ( )

Business Entity is (check one):  
 Business Corporation (See RIGL Chapter 7-1.1)  
 Professional Service Corporation (See RIGL Chapter 7-5.1)  
 Limited Liability Company (See RIGL 7-16)  
Name, title and mailing address of contact person to whom communications may be directed:  
Tommy K Yarbrough - V/P  
22 S. Second Street  
Memphis, TN 38103  
Brief statement of the character of business conducted in Rhode Island:  
inactive - Temporary Help Source  
Date of Organization: 7/5/78  
Date of Qualification to do business in Rhode Island (if foreign entity):  
7/5/78

THE NAMES OF THE OFFICERS ARE:

OFFICER TYPE	NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<input type="checkbox"/> CHIEF EXECUTIVE OFFICER OR <input type="checkbox"/> PRESIDENT (Check One)	<u>Sec Attached</u>			
<input type="checkbox"/> CHIEF OPERATING OFFICER OR <input type="checkbox"/> VICE PRESIDENT (Check One)				
<input type="checkbox"/> CUSTODIAN OF RECORDS OR <input type="checkbox"/> SECRETARY (Check One)				
<input type="checkbox"/> CHIEF FINANCIAL OFFICER OR <input type="checkbox"/> TREASURER (Check One)				

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE

NUMBER OF SHARES AUTHORIZED (If Applicable)		NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)	
NUMBER	<u>100,000</u>	NUMBER	<u>1000</u>
CLASS	<u>Common</u>	CLASS	<u>Common</u>
SERIES	<u>-</u>	SERIES	<u>-</u>
PAR VALUE OR WITHOUT PAR	<u>\$1000</u>	PAR VALUE OR WITHOUT PAR	<u>\$1,000</u>

Date: 2/28, 19 95  
By: Tommy K Yarbrough  
TOMMY K. YARBROUGH  
VICE PRESIDENT  
TITLE OF OFFICER SIGNING

Form 31 1/94

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed.

CT CORPORATION SYSTEM  
123 DYER STREET  
PROVIDENCE RI 02903

FILED

MAY 16 1995

By DO9922

Peoplemark, Inc.  
Officers & Directors

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

Chairman of the Board  
and President

ZANE KLEIN  
4432 Park Avenue  
Memphis, Tennessee 38117

Sr. Vice President  
and Secretary

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

Vice President

JEROME C. JACQUES  
3027 Carrick Drive  
Germantown, Tennessee 38138

Sr. Vice President and  
Treasurer

TOMMY K. YARBROUGH  
2711 Kelmscott Cove  
Memphis, Tennessee 38119

Vice President and  
Tax Manager

(\*) Director

Filing Fee \$50.00  
Payable to:  
Secretary of State

PLEASE TYPE or PRINT

State of Rhode Island and Providence Plantations  
Office of The Secretary of State  
100 North Main Street  
Providence, Rhode Island 02903-1335  
401 277-3040

File Annually  
LLC: Sept 1 - Nov 1  
CORP: Jan 1 - March 1

PLP CR # 6370  
\$50.

0055267

1994

Corporate ID: \_\_\_\_\_ Annual Report for the year: \_\_\_\_\_  
PEOPLEMARK, INC.

Name of Business Entity: \_\_\_\_\_

Business entity organized under the laws of the State of Delaware

Federal Taxpayer Identification Number \_\_\_\_\_

For foreign entity, address and telephone number of principal office  
22 S. Second Street  
Memphis, TN 38103

Phone: 901 522-6000

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box)  
None

Phone: ( ) \_\_\_\_\_

Business Entity is (check one)

- Business Corporation (See RIGL Chapter 7-11)
- Professional Service Corporation (See RIGL Chapter 7-51)
- Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed  
Tommy K Yarbrough - V/P  
22 S. Second Street  
Memphis, TN 38103

Brief statement of the character of business conducted in Rhode Island  
insurance - Temporary Help Services

Date of Organization: 7/5/78

Date of Qualification to do business in Rhode Island (if foreign entity):  
7/5/94 7/23/85 ME

THE NAMES OF THE OFFICERS ARE:

CHIEF EXECUTIVE OFFICER OR  PRESIDENT (SEE RIGL) \_\_\_\_\_ STREET ADDRESS \_\_\_\_\_ CITY STATE \_\_\_\_\_ ZIP CODE  
See Attached  
 CHIEF OPERATING OFFICER OR  VICE PRESIDENT (SEE RIGL) \_\_\_\_\_ STREET ADDRESS \_\_\_\_\_ CITY STATE \_\_\_\_\_ ZIP CODE  
 CUSTODIAN OF RECORDS OR  SECRETARY (SEE RIGL) \_\_\_\_\_ STREET ADDRESS \_\_\_\_\_ CITY STATE \_\_\_\_\_ ZIP CODE  
 CHIEF FINANCIAL OFFICER OR  TREASURER (SEE RIGL) \_\_\_\_\_ STREET ADDRESS \_\_\_\_\_ CITY STATE \_\_\_\_\_ ZIP CODE

THE NAMES OF THE DIRECTORS ARE:

NAME \_\_\_\_\_ STREET ADDRESS \_\_\_\_\_ CITY STATE \_\_\_\_\_ ZIP CODE  
NAME \_\_\_\_\_ STREET ADDRESS \_\_\_\_\_ CITY STATE \_\_\_\_\_ ZIP CODE  
NAME \_\_\_\_\_ STREET ADDRESS \_\_\_\_\_ CITY STATE \_\_\_\_\_ ZIP CODE

NUMBER OF SHARES AUTHORIZED (If Applicable)	NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)
NUMBER <u>100,000</u>	NUMBER <u>1000</u>
CLASS <u>Common</u>	CLASS <u>Common</u>
SERIES <u>-</u>	SERIES <u>-</u>
PAR VALUE OR WITHOUT PAR <u>\$1000</u>	PAR VALUE OR WITHOUT PAR <u>\$1000</u>

Date 2/25 19 94 By Tommy K Yarbrough

TOMMY K. YARBROUGH  
VICE PRESIDENT

PRINT OUT FULL NAME OF OFFICER SIGNING

TITLE OF OFFICER SIGNING

Form 31 - 1994

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed

CT CORPORATION SYSTEM  
125 DYER STREET  
PROVIDENCE RI 02903

FILED  
MAY 23 1994

FILED  
MAR 02 1994

By \_\_\_\_\_

By \_\_\_\_\_

Peplemark, Inc.  
Officers & Directors

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

Chairman of the Board  
and President

ZANE KLEIN  
181 S. Rose Road  
Memphis, Tennessee 38117

Sr. Vice Chairman

ROBERT W. OVERMAN  
4455 Grinstead Cove  
Memphis, Tennessee 38115

Vice President

PATRICIA D. ROGOSKI  
1672 Carruthers Place  
Memphis, Tennessee 38112

Sr. Vice President and  
Treasurer

TOMMY K. YARBROUGH  
2711 Kelmscott Cove  
Memphis, Tennessee 38119

Vice President and  
Tax Manager

(\*) Director

Filing Fee \$50.00

To be filed annually between  
January 1st and March 1st

# State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0035267 Annual Report for the year 1993

FIRST: The name of the corporation is PEOPLEMARK, INC.

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Temporary Help Services

FOURTH: If foreign corporation, address of its principal office 22 S. SECOND ST.  
Memphis, TN 38103

FIFTH: Business address in Rhode Island NONE

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

*Schedule Attached*

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>100,000</u>	<u>Common</u>	<u>-</u>	<u>\$1,000.00</u>

*COA 3599*

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>100,000</u>	<u>Common</u>	<u>-</u>	<u>\$1,000.00</u>

REC'D & FILED MAR 01 1993

Dated 2/26 1993

Peplemark, Inc.  
(Name of Corporation)

By *[Signature]*

Title SVP. Treasurer

(Report must be signed by an officer)

**PEOPLEMARK, INC.**

**OFFICERS & DIRECTORS**

<b>* Ira A. Lipman</b> <b>22 South Second St.</b> <b>Memphis, TN 38103</b>	<b>Chairman of the Board</b> <b>and President</b>
<b>W. B. Mallory, III</b> <b>156 E. Galloway Drive</b> <b>Memphis, TN 38111</b>	<b>Secretary</b>
<b>Robert W. Overman</b> <b>4455 Grinstead Cove</b> <b>Memphis, TN 38115</b>	<b>Vice President</b>
<b>Patricia D. Rogoski</b> <b>1672 Carruthers Place</b> <b>Memphis, TN 38112</b>	<b>Sr. Vice President and</b> <b>Treasurer</b>

**\*Directors**

Filing Fee \$50.00

To be filed annually between  
January 1st and March 1st

# State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0035257 Annual Report for the year 1992

FIRST: The name of the corporation is PEOPLEMARK, INC.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is TEMPORARY HELP SERVICES

FOURTH: If foreign corporation, address of its principal office 22 S. SECOND ST.  
MEMPHIS, TN 38103

FIFTH: Business address in Rhode Island NONE

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

	Director	
<u>SCHEDULE</u>	Director	
<u>ATTACHED</u>	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>100,000</u>	<u>COMMON</u>	<u>- PAID</u>	<u>\$1,000.00</u>

MAR 05 1992

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>100,000</u>	<u>COMMON</u>	<u>-</u>	<u>\$1,000.00</u>

SECY OF STATE

Dated 2/27 1992

PEOPLEMARK, INC.  
(Name of Corporation)

By Ann G. Rhodes  
ANN G. RHODES

Title ASSISTANT TREASURER

(Report must be signed by an officer)

20-Feb-92

PEOPLEMARK, INC.

OFFICERS & DIRECTORS

* Ira A. Lipman 22 South Second St. Memphis, TN 38103	Chairman of the Board and President
* Mark Lipman 22 South Second St. Memphis, TN 38103	Director
W. B. Mallory, III 156 E. Galloway Drive Memphis, TN 38111	Secretary
Robert W. Overman 4455 Grinstead Cove Memphis, TN 38115	Vice President
Patricia D. Rogoski 1672 Carruthers Place Memphis, TN 38112	Sr. Vice President and Treasurer
Ann G. Rhodes 6035 Fox Ridge Drive Memphis, TN 38115	Assistant Treasurer

\*Directors

Filing Fee \$50.00

To be filed annually between  
January 1st and March 1st

# State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0035267 Annual Report for the year 1991

FIRST: The name of the corporation is PEOPLEMARK, INC.

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Temporary Help Services

FOURTH: If foreign corporation, address of its principal office 22 S. 2nd St.  
Memphis, TN 38103

FIFTH: Business address in Rhode Island NONE

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
	Director	
<u>Schedule Attached</u>	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

PAID  
MAR 04 1991  
SECY OF STATE

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>100,000</u>	<u>COMMON</u>		<u>\$1,000.00</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>100,000</u>	<u>COMMON</u>		<u>\$1,000.00</u>

Dated February 28 19 91

Peoplemark, Inc  
(Name of Corporation)

By Ann G. Rhodes

ANN G. RHODES

Title ASSISTANT TREASURER

(Report must be signed by an officer)

25-Feb-91

PEOPLEMARK, INC.

OFFICERS & DIRECTORS

* Ira A. Lipman 22 South Second St. Memphis, TN 38103	Chairman of the Board and President
* Mark Lipman 22 South Second St. Memphis, TN 38103	Director
W. B. Mallory, III 156 E. Galloway Drive Memphis, TN 38111	Secretary
Robert W. Overman 4455 Grinstead Cove Memphis, TN 38115	Vice President
Patricia D. Rogoski 1672 Carruthers Place Memphis, TN 38112	Sr. Vice President and Treasurer
Ann G. Rhodes 6035 Fox Ridge Drive Memphis, TN 38115	Assistant Treasurer

\*Directors

Filing Fee \$15.00

To be filed annually between  
January 1st and March 1st

# State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RHODE ISLAND 02903

*1990*

Corporate ID 0035267

Annual Report for the year 1990

FIRST: The name of the corporation is PEOPLEMARK, INC.

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is temporary help services

FOURTH: If foreign corporation, address of its principal office 22 S. Second St;  
Memphis, TN 38103

FIFTH: Business address in Rhode Island none

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

*Schedule Attached*

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value  
or statement that  
shares are without  
par value

100,000

Common

—

\$ 1,000.00

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

Par Value  
or statement that  
shares are without  
par value

100,000

Common

—

SEC'Y. OF STATE

PAID

MAR 0 2 1990

Dated 2/27 19 90

Peplemark, Inc.

(Name of Corporation)

By Ann S. Rhodes

Title Assistant Treasurer

(Report must be signed by an officer)

PEOPLEMARK, INC.

OFFICERS & DIRECTORS

* Ira A. Lipman 22 South Second St. Memphis, TN 38103	Chairman of the Board and President
* Mark Lipman 22 South Second St. Memphis, TN 38103	
W. B. Mallory, III 156 E. Galloway Drive Memphis, TN 38111	Secretary
Robert W. Overman 4455 Grinstead Cove Memphis, TN 38115	Vice President
Patricia D. Rogoski 1672 Carruthers Place Memphis, TN 38112	Sr. Vice President and Treasurer
Ann G. Rhodes 6035 Fox Ridge Drive Memphis, TN 38115	Assistant Treasurer

\*Directors

Filing Fee \$15.00

To be filed annually between  
January 1st and March 1st

# State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION  
270 WESTMINSTER MALL  
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 35267 Annual Report for the year 1989

FIRST: The name of the corporation is Peplemark, Inc.

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is temporary help services

FOURTH: If foreign corporation, address of its principal office  
22 S. Second St. Memphis, TN 38103

FIFTH: Business address in Rhode Island  
123 Dyer Street, Providence, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Ira A. Lipman	Director	22 S. Second St. Memphis, TN 38103
Mark Lipman	Director	22 S. Second St. Memphis, TN 38103
Alan R. Hawley	Director	22 S. Second St. Memphis, TN 38103
Ira A. Lipman	President	22 S. Second St. Memphis, TN 38103
Robert W. Overman	Vice President	22 S. Second St. Memphis, TN 38103
W. B. Mallory III	Secretary	22 S. Second St. Memphis, TN 38103
Harry G. Crockett	Treasurer	22 S. Second St. Memphis, TN 38103
Ann G. Rhodes	Asst. Treasurer	22 S. Second St. Memphis, TN 38103

SEVENTH: Number of Shares authorized:

Par Value or statement that shares are without par value

No. of Shares	Class	Series
100,000	Common	—

EIGHTH: Number of Shares issued:

Par Value or statement that shares are without par value

No. of Shares	Class	Series
100,000	Common	—

\$ PAID  
MAR 3 1990  
CORPORATION

Dated 2/27 1989

Peplemark, Inc.  
(Name of Corporation)

By Ann G. Rhodes  
Title Asst. Treasurer

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between  
January 1st and March 1st

# State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION  
270 WESTMINSTER MALL  
PROVIDENCE, RHODE ISLAND 02903

DW

Corporate ID 35267 Annual Report for the year 1988

FIRST: The name of the corporation is Peoplemark, Inc

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is temporary help services

FOURTH: If foreign corporation, address of its principal office  
22 S. Second St. Memphis, TN 38103

FIFTH: Business address in Rhode Island  
111 Westminister St. Providence, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
<u>Ira A. Lipman</u>	<u>Director</u>	<u>22 S. Second St. Memphis, TN 38103</u>
<u>Mark Lipman</u>	<u>Director</u>	<u>22 S. Second St. Memphis, TN 38103</u>
<u>Alan R. Hawley</u>	<u>Director</u>	<u>22 S. Second St. Memphis TN 38103</u>
<u>Ira A. Lipman</u>	<u>President</u>	<u>22 S. Second St. Memphis, TN 38103</u>
<u>Daniel W. Marzahn</u>	<u>Vice President</u>	<u>22 S. Second St. Memphis, TN 38103</u>
<u>W. B. Mallory III</u>	<u>Secretary</u>	<u>22 S. Second St. Memphis, TN 38103</u>
<u>Harry G. Crockett</u>	<u>Treasurer</u>	<u>22 S. Second St. Memphis, TN 38103</u>

SEVENTH: Number of Shares authorized:

No. of Shares	Class
<u>100,000</u>	<u>Common</u>

Series **PAID**

MAR 16 1988

Par Value  
or statement that  
shares are without  
par value

01

EIGHTH: Number of Shares issued:

No. of Shares	Class
<u>100,000</u>	<u>Common</u>

SECY. OF STATE

Par Value  
or statement that  
shares are without  
par value

01

Dated February 29 19 88

Peoplemark, Inc.  
(Name of Corporation)

By Harry G. Crockett

Title Treasurer

(Report must be signed by an officer)

# State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION  
270 WESTMINSTER MALL  
PROVIDENCE, RHODE ISLAND 02903

Corporate ID.....35267..... Annual Report for the year .....1987.....

FIRST: The name of the corporation is.....PEOPLEMARK, INC.....

SECOND: It is incorporated under the laws of.....Delaware.....

THIRD: Character of business, briefly stated, is.....

temporary help services

FOURTH: If foreign corporation, address of its principal office.....

22 S. Second St, Memphis, TN 38103

FIFTH: Business address in Rhode Island.....

111 Westminster St., Providence, R.I. 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Ira A. Lipman	Director	22 S. Second St, Memphis, TN 38103
Mark Lipman	Director	22 S. Second St, Memphis, TN 38103
Alan R. Hawley	Director	22 S. Second St, Memphis, TN 38103
Ira A. Lipman	President	22 S. Second St, Memphis, TN 38103
Alan R. Hawley	Vice President	22 S. Second St, Memphis, TN 38103
William B. Mallory	Secretary	22 S. Second St, Memphis, TN 38103
Harry G. Crockett	Treasurer	22 S. Second St, Memphis, TN 38103

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000	Common	-	.01

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000	Common	-	.01

Dated.....2/12..... 19 87.....

PAID

FEB 18 1987

SECY. OF STATE



Peplemark Inc. (Name of Corporation)

By Harry G. Crockett, Jr.

Title Treasurer

(Report must be signed by an officer)

GUARDSMARK, INC.

DIRECTORS AND OFFICERS

* Ira A. Lipman 22 South Second Street Memphis, Tennessee 38103	Chairman of the Board and President
* Mark Lipman 22 South Second Street Memphis, Tennessee 38103	Vice Chairman of the Board
* Alan R. Hawley 22 South Second Street Memphis, Tennessee 38103	Executive Vice President Manager Guard Division
William R. McGraw 22 South Second Street Memphis, Tennessee 38103	Executive Vice President Servicing Guard Division
W. B. Mallory, III 22 South Second Street Memphis, Tennessee 38103	Vice Chairman Secretary and General Counsel
Patricia D. Rogoski 22 South Second Street Memphis, Tennessee 38103	Vice President Assistant to the President
Charles L. Olson 22 South Second Street Memphis, Tennessee 38103	Vice President Manager - Special Service and Inspection, Regulatory and Compliance Divisions
Harry G. Crockett 22 South Second Street Memphis, Tennessee 38103	Vice President and Treasurer
Robert W. Overman 22 South Second Street Memphis, Tennessee 38103	Vice President - Manager Human Resources Department

\* Directors

Filing fee: \$15.00

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations  
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1986

FIRST: The name of the corporation is Peoplemark, Inc.  
(35267)

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is  
temporary help services

FOURTH: If foreign corporation, address of its principal office  
22 S. Second St, Memphis, TN 38103

FIFTH: Business address in Rhode Island  
111 Westminister street, Providence, R.I. 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Ira A. Lipman	Director	22 S. Second St, Memphis, TN 38103
Mark Lipman	Director	22 S. Second St., Memphis, TN 38103
Alan R. Hawley	Director	22 S. Second St., Memphis, TN 38103
Ira A. Lipman	President	22 S. Second St., Memphis, TN 38103
Alan R. Hawley	Vice President	22 S. Second St., Memphis, TN 38103
William B. Mallory	Secretary	22 S. Second St., Memphis, TN 38103
Harry G. Crockett	Treasurer	22 S. Second St., Memphis, TN 38103

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000	Common	PAID	\$0.01

MAR 27 10 55  
SECY OF STATE

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100,000	Common	-	\$0.01

Dated: March 1, 1986

Peoplemark, Inc.  
(Name of Corporation)

By Harry G. Crockett

Title Treasurer

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 277-3040