

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.  
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED  
 Jul 29 1998 8:00am  
 Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE  
 Sandra B. Mortham  
 Secretary of State  
 DIVISION OF CORPORATIONS

DOCUMENT # F97000003317 (1)  
 1. Corporation Name  
**GADSDEN CORRECTIONAL INSTITUTION, INC.**

Principal Place of Business: 2500 SOUTH SEVENTH STREET LOUISVILLE KY 40206  
 Mailing Address: 2500 SOUTH SEVENTH STREET LOUISVILLE KY 40208



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 21 10 Burton Hills Blvd., Nashville, TN 37215, USA  
 2a. Mailing Address: 26 10 Burton Hills Blvd., Nashville, TN 37215, USA

3. Date Incorporated or Qualified: 06/25/1997  
 4. FEI Number: 62-1693982  
 5. Certificate of Status Desired: \$8.75 Additional Fee Required  
 6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees  
 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30: Yes

9. Name and Address of Current Registered Agent: GRIZZARD, O. JANE, HIGHWAY 12, QUINCY FL 32351

10. Name and Address of New Registered Agent: 81 Name: CT Corporation System, 82 Street Address: 1200 S. Pine Island Road, 84 City: Plantation, FL, 85 Zip Code: 33324

11. Pursuant to the provisions of sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, section 607.0505, Florida Statutes.  
 SIGNATURE: *Mary R. Adams*  
 MARY R. ADAMS ASSISTANT SECRETARY DATE: 7-21-98

12. OFFICERS AND DIRECTORS

TITLE	PCD	<input checked="" type="checkbox"/> DELETE
NAME	MCQUEEN, ROBERT B	
STREET ADDRESS	2500 SOUTH 7TH ST	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE	ST	<input checked="" type="checkbox"/> DELETE
NAME	MILLINGTON, PHILIP A	
STREET ADDRESS	2500 SOUTH 7TH ST	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	THOMPSON JR, MILTON D	
STREET ADDRESS	2500 SOUTH 7TH ST	
CITY-ST-ZIP	LOUISVILLE KY	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D/C	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Doctor R. Crants	
1.3 STREET ADDRESS	10 Burton Hills Boulevard	
1.4 CITY-ST-ZIP	Nashville, TN 37215	
2.1 TITLE	D/P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Darrell K. Massengale	
2.3 STREET ADDRESS	10 Burton Hills Boulevard	
2.4 CITY-ST-ZIP	Nashville, TN 37215	
3.1 TITLE	D/S/T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Brent Turner	
3.3 STREET ADDRESS	10 Burton Hills Boulevard	
3.4 CITY-ST-ZIP	Nashville, TN 37215	
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Brent Turner* (Brent Turner) 7/16/98 (615) 263-3000

CR2E034 (5/98)