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May 07 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P32333 (7)

1. Corporation Name
RANDMARK, INC.



Principal Place of Business P.O. BOX 740026 ATTN: TAX DEPT LOUISVILLE KY 40201-7426	Mailing Address P.O. BOX 740026 ATTN: TAX DEPT LOUISVILLE KY 40201-7426
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2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29

3. Date Incorporated or Qualified 12/31/1990	3a. Date of Last Report 05/01/1996
4. FEI Number 52-1157181	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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 _____ Signature, typed or printed name of registered agent and his, if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE
PD	SMITH, WAYNE T.	500 WEST MAIN STREET	LOUISVILLE KY 40202	
V	BAUERNFEIND, GEORGE G.	500 WEST MAIN STREET	LOUISVILLE KY 40202	
S	KROGER, JOAN O.	500 WEST MAIN STREET	LOUISVILLE KY 40202	
CFOD	DRURY, W. ROGER	500 WEST MAIN STREET	LOUISVILLE KY 40202	
SVPD	CASH, W. LARRY	500 WEST MAIN STREET	LOUISVILLE KY 40202	
SVPD	COUGHLIN, KAREN A.	500 WEST MAIN STREET	LOUISVILLE KY 40202	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	12 NAME	13 STREET ADDRESS	14 CITY-ST-ZIP	15	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
PD	WOLF, GREGORY H.	500 W MAIN	LOUISVILLE KY 40201-1438		
21 TITLE	22 NAME	23 STREET ADDRESS	24 CITY-ST-ZIP	25	<input type="checkbox"/> Change <input type="checkbox"/> Addition
31 TITLE	32 NAME	33 STREET ADDRESS	34 CITY-ST-ZIP	35	<input type="checkbox"/> Change <input type="checkbox"/> Addition
41 TITLE	42 NAME	43 STREET ADDRESS	44 CITY-ST-ZIP	45	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
51 TITLE	52 NAME	53 STREET ADDRESS	54 CITY-ST-ZIP	55	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
61 TITLE	62 NAME	63 STREET ADDRESS	64 CITY-ST-ZIP	65	<input type="checkbox"/> Change <input type="checkbox"/> Addition
VP	MURRAY, JAMES E.	500 W MAIN	LOUISVILLE KY 40201-1438		
SrVP D	McCALLISTER, MICHAEL B.	500 W MAIN	LOUISVILLE KY 40201-1438		

14. I do 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: *George Bauernfeind* **GEORGE BAUERNFEIND, V.P.-TAXES, 112-167, (502)580-1000**

CR2E034 (9/96)