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03-01-1999 90261 003 *1,800.00

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS

DOCUMENT # F94000000608

1. Corporation Name FACS GROUP, INC.

Principal Place of Business 4705 DUKE DRIVE MASON OH 45040

Mailing Address C/O FEDERATED CORPORATE SERVICES, INC 7 WEST SEVENTH STREET CINCINNATI OH 45202 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 02/08/1994

4. FEI Number 31-1397510 Applied For Not Applicable

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 the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

23 City & State

28 City & State

24 Zip 25 Country

29 Zip 30 Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

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 title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE CD ZIMMERMAN, JAMES M 7 WEST SEVENTH ST. CINCINNATI OH

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP See Attached List

TITLE DVS SIMS, JOHN R 7 WEST SEVENTH ST. CINCINNATI OH

2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP

TITLE DV BRODERICK, DENNIS J 7 WEST SEVENTH ST. CINCINNATI OH 45202

3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP

TITLE P AMANN, JAMES 4705 DUKE DR. MASON OH 45040

4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP

TITLE TAS HOGUET, KAREN 7 WEST SEVENTH ST. CINCINNATI OH

5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP

TITLE AS COX, JACK 7 W 7TH STREET CINCINNATI OH

6.1 TITLE 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, with all other like empowered.

SIGNATURE: Jack B. Cox Assistant Secretary 1/25/99 (513) 579-7311

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (1/1/98)

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F94000000608

FACS Group, Inc.

Directors:

| | |
|---------------------|---|
| Dennis J. Broderick | 7 West Seventh Street, Cincinnati, OH 45202 |
| John R. Sims | 7 West Seventh Street, Cincinnati, OH 45202 |
| James M. Zimmerman | 7 West Seventh Street, Cincinnati, OH 45202 |

Officers:

| | | |
|-----------------------------------|---------------------|---|
| Chairman of the Board | James M. Zimmerman | 7 West Seventh Street, Cincinnati, OH 45202 |
| President | James Amann | 9111 Duke Blvd., Mason, OH 45241 |
| Senior Vice President | Richard Savard | 9111 Duke Blvd., Mason, OH 45241 |
| Senior Vice President | David Faulk | 9111 Duke Blvd., Mason, OH 45241 |
| Senior Vice President | Amy Hanson | 9111 Duke Blvd., Mason, OH 45241 |
| Senior Vice President & Treasurer | Teresa Huxel | 9111 Duke Blvd., Mason, OH 45241 |
| Vice President & Secretary | John R. Sims | 7 West Seventh Street, Cincinnati, OH 45202 |
| Vice President | Dennis J. Broderick | 7 West Seventh Street, Cincinnati, OH 45202 |
| Vice President | Neal J. Glueck | 7 West Seventh Street, Cincinnati, OH 45202 |
| Vice President | Gary J. Nay | 7 West Seventh Street, Cincinnati, OH 45202 |
| Treasurer & Assistant Secretary | Karen M. Hoguet | 7 West Seventh Street, Cincinnati, OH 45202 |
| Assistant Secretary | Jack B. Cox | 7 West Seventh Street, Cincinnati, OH 45202 |
| Assistant Secretary | Klaus M. Ziermaier | 7 West Seventh Street, Cincinnati, OH 45202 |