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**Feb 24 1997 8:00am
Secretary of State**

**PROFIT CORPORATION
ANNUAL REPORT
1997**



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

DOCUMENT # F94000000996 (8)

1. Corporation Name
SPECIALTY MEAT GROUP, INC.



Principal Place of Business
**2890 CHANCELLOR DR.
SUITE 210
CRESTVIEW HILLS KY 41017-3451**

Mailing Address
**2890 CHANCELLOR DR.
SUITE 210
CRESTVIEW HILLS KY 41017-2153**

3. Date Incorporated or Qualified 02/28/1994	3a. Date of Last Report 03/06/1996
4. FEI Number 95-4460342	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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	30

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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 _____ DATE _____
Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PCEO <input type="checkbox"/> DELETE
NAME	SHEA, PETER
STREET ADDRESS	2890 CHANCELLOR DR., SUITE 210
CITY-ST-ZIP	CRESTVIEW HILLS KY
TITLE	V <input type="checkbox"/> DELETE
NAME	POULIOT, RUSSELL
STREET ADDRESS	4 MOSEY DRIVE
CITY-ST-ZIP	BLOOMFIELD CT 06002
TITLE	ST <input type="checkbox"/> DELETE
NAME	IVORY, JEFF
STREET ADDRESS	4 MOSEY DRIVE
CITY-ST-ZIP	BLOOMFIELD CT 06002
TITLE	D <input type="checkbox"/> DELETE
NAME	CHAVKIN, ARNOLD
STREET ADDRESS	C/O CHEMICAL VTR PTRS/270 PARK AVE, 5TH FL
CITY-ST-ZIP	NEW YORK NY 10017
TITLE	D <input type="checkbox"/> DELETE
NAME	DO, FRANK
STREET ADDRESS	% CHEM. VTR PTRS/10940 WILSHIRE BLVD #1100
CITY-ST-ZIP	LOS ANGELES CA 90024
TITLE	VPCF <input type="checkbox"/> DELETE
NAME	COX, WILLIAM P
STREET ADDRESS	2890 CHANCELLOR DR.
CITY-ST-ZIP	CRESTVIEW HILLS KY

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	DELETE
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 CITY-ST-ZIP	

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 of Block 13 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]* **PETER K. SHEA** (606)344-3700
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)