

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Jan 21 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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 41017-3451
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DO NOT WRITE IN THIS SPACE

21 2. Principal Place of Business	26 2a. Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
25 Country	30 Country

3. Date Incorporated or Qualified 02/28/1994	
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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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's 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	VPCF <input type="checkbox"/> DELETE
NAME	COX, WILLIAM P
STREET ADDRESS	2890 CHANCELLOR DR.
CITY-ST-ZIP	CRESTVIEW HILLS KY
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	PCEO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	Joseph McCloskey
13 STREET ADDRESS	1024 Stream Ridge
14 CITY-ST-ZIP	Cincinnati, OH 45255
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 type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
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 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.

CR2E034 (10/97)