

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

FILED

**Mar 05 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 # F96000002333 (0)
 1. Corporation Name
WINDY HILL PET FOOD COMPANY, INC.



Principal Place of Business TWO MARYLAND FARMS, SUITE 301 BRENTWOOD TN 37027-2487	Mailing Address TWO MARYLAND FARMS, SUITE 301 BRENTWOOD TN 37027-2487
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 05/09/1996	
4. FEI Number 62-1637600	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 type="checkbox"/> No	
2. Principal Place of Business	2a. Mailing Address
21 103 POWELL COURT	26 103 POWELL COURT
Suite, Apt. #, etc. 22 SUITE 200	Suite, Apt. #, etc. 27 SUITE 200
City & State 23 BRENTWOOD TN	City & State 28 BRENTWOOD TN
Zip 24 37027	Country 25 USA
Zip 29 37027	Country 30 USA

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 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE DP	<input type="checkbox"/> DELETE	1.1 TITLE DP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME DALE, ROBERT V		1.2 NAME DALE, ROBERT V.	
STREET ADDRESS TWO MARYLAND FARMS, SUITE 301		1.3 STREET ADDRESS 103 POWELL COURT, SUITE 200	
CITY-ST-ZIP BRENTWOOD TN 37027-2487		1.4 CITY-ST-ZIP BRENTWOOD, TN 37027	
TITLE EVD	<input type="checkbox"/> DELETE	2.1 TITLE EVD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME CHUNG, RAY		2.2 NAME CHUNG, RAY	
STREET ADDRESS TWO MARYLAND FARMS, SUITE 301		2.3 STREET ADDRESS 103 POWELL COURT, SUITE 200	
CITY-ST-ZIP BRENTWOOD TN 37027-2487		2.4 CITY-ST-ZIP BRENTWOOD TN 37027	
TITLE CFOT	<input type="checkbox"/> DELETE	3.1 TITLE V	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME GADD, DONALD L		3.2 NAME GADD, DONALD L.	
STREET ADDRESS TWO MARYLAND FARMS, SUITE 301		3.3 STREET ADDRESS 103 POWELL COURT, SUITE 200	
CITY-ST-ZIP BRENTWOOD TN 37027-2487		3.4 CITY-ST-ZIP BRENTWOOD, TN 37027	
TITLE VS	<input checked="" type="checkbox"/> DELETE	4.1 TITLE VS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME COWAN, F D JR		4.2 NAME IAN R. WILSON	
STREET ADDRESS TWO MARYLAND FARMS, SUITE 301		4.3 STREET ADDRESS 456 MONTGOMERY STREET, SUITE 2200	
CITY-ST-ZIP BRENTWOOD TN 37027-2487		4.4 CITY-ST-ZIP SAN FRANCISCO, CA. 94104	
TITLE AS	<input checked="" type="checkbox"/> DELETE	5.1 TITLE VS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME CHAMBERLAIN, ANN F		5.2 NAME COWAN, F. D. JR.	
STREET ADDRESS 885 THIRD AVE.		5.3 STREET ADDRESS 103 POWELL COURT, SUITE 200	
CITY-ST-ZIP NEW YORK NY 10022		5.4 CITY-ST-ZIP BRENTWOOD, TN 37027	
TITLE AS	<input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME KLEBE, FRANZISKA		6.2 NAME	
STREET ADDRESS 885 THIRD AVE.		6.3 STREET ADDRESS	
CITY-ST-ZIP NEW YORK NY 10022		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 _____ DATE **2-18-98**

CR2E034 (10/97)