FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION ANNUAL REPORT 1995

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

APPROVED AND FILED
95 APR 28 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE.

DOCUMENT # 840944 (3)

1. Corporation Name
GROW GROUP, INC.

Principal Place of Business	Mailing Address
200 PARK AVENUE NEW YORK NY 10166	200 PARK AVENUE NEW YORK NY 10166

3. Date Incorporated or Qualified: 06/26/1978
3a. Date of Last Report: 04/27/1994

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24 / Country 25	Zip 29 / Country 30

4. FEI Number: 11-1665588 ☐ 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 has liability for intangible tax under S. 199.032, Florida Statutes ☒ Yes ☐ No

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	PD	1 1 TITLE	☒ Change ☐ Addition
NAME	BANKS, RUSSELL	1 2 NAME	
STREET ADDRESS	200 PARK AVE	1 3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK, NY 00000	1 4 CITY-ST-ZIP	10166
TITLE	T	2 1 TITLE	☒ Change ☐ Addition
NAME	ESSER, FRANK V.	2 2 NAME	
STREET ADDRESS	200 PARK AVE	2 3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK, NY 00000	2 4 CITY-ST-ZIP	10166
TITLE	VD	3 1 TITLE	☒ Change ☐ Addition
NAME	GLEASON, JOHN F	3 2 NAME	
STREET ADDRESS	200 PARK AVE	3 3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK, NY 00000	3 4 CITY-ST-ZIP	10166
TITLE	S	4 1 TITLE	S/D ☒ Change ☐ Addition
NAME	FRANK, LLOYD	4 2 NAME	
STREET ADDRESS	200 PARK AVE	4 3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK, NY 00000	4 4 CITY-ST-ZIP	10166
TITLE		5 1 TITLE	VPD ☐ Change ☒ Addition
NAME		5 2 NAME	JOSEPH M. QUINN
STREET ADDRESS		5 3 STREET ADDRESS	4000 DUPONT CIRCLE
CITY-ST-ZIP		5 4 CITY-ST-ZIP	LOUISVILLE, KY 40207
TITLE		6 1 TITLE	☐ Change ☐ Addition
NAME		6 2 NAME	
STREET ADDRESS		6 3 STREET ADDRESS	
CITY-ST-ZIP		6 4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: [signature] 4-20-95 (212)599-4400
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #
Frank V. Esser Treasurer

000188 CP

840944

GROW GROUP, INC.
OFFICERS

Officer's Name and Title	Business Address
Russell Banks President	200 Park Avenue New York, NY 10166
Joseph M. Quinn Executive Vice President	4000 Dupont Circle Louisville, KY 40207
John F. Gleason Executive Vice President	200 Park Avenue New York, NY 10166
Stephen L. Dearborn Senior Vice President - Strategic Planning & Operations	200 Park Avenue New York, NY 10166
Henry W. Jones Vice President, Regulatory Affairs	4000 Dupont Circle Louisville, KY 40207
Frank V. Esser Treasurer and Chief Financial Officer	200 Park Avenue New York, NY 10166
Lloyd Frank Secretary	200 Park Avenue New York, NY 10166
William G. Beavin Assistant Treasurer	4000 Dupont Circle Louisville, KY 40207
Kevin N. Boland Assistant Treasurer	200 Park Avenue New York, NY 10166
David B. Russell Assistant Secretary	200 Park Avenue New York, NY 10166
Evelyn Charney Assistant Secretary	2320 E. Dominguez Street Long Beach, CA 90810
Mary Schoening Assistant Secretary	4000 Dupont Circle Louisville, KY 40207
Maureen McArdle Assistant Secretary	200 Park Avenue New York, NY 10166

C:\WP51\MM\OOIOFNMB

3/17/93

840944

GROW GROUP, INC.
BOARD OF DIRECTORS 6/28/94

Officer's Name and Title	Business Address
Russell Banks President	200 Park Avenue New York, NY 10166
Harold G. Bittle Director	c/o Grow Group, Inc. 200 Park Avenue New York, NY 10166
Arthur W. Broslat Director	Jet Cargo International Corimon M-674 P.O. Box 020010 Miami, FL 33102-0010
Philippe Erard Director	Jet Cargo International Corimon M-674 P.O. Box 020010 Miami, FL 33102-0010
Lloyd Frank Director	200 Park Avenue New York, NY 10166
John F. Gleason Director	200 Park Avenue New York, NY 10166
Peter L. Keane Director	Lord Day & Lord, Barrett Smith 1675 Broadway New York, NY 10019
Angus N. MacDonald Director	c/o Grow Group, Inc. 200 Park Avenue New York, NY 10166
Robert Milano Director	c/o Grow Group, Inc. 200 Park Avenue New York, NY 10166
Tully Plesser Director	Data Plan Inc. 666 Fifth Avenue New York, NY 10103
Joseph M. Quinn Director	Devoe & Raynolds Co. 4000 Dupont Circle Louisville, KY 40207
William H. Turner Director	Chemical Banking Corp. 270 Park Avenue New York, NY 10017-2070