

**SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)**

PROFIT CORPORATION ANNUAL REPORT 1996



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

DOCUMENT # F95000001244 (1)

1. Corporation Name
HEATHERBROOK FARMS, INC.



Principal Place of Business: 1250 SPRINGFIELD PIKE. #400 CINCINNATI OH 45215
Mailing Address: 1250 SPRINGFIELD PIKE. #400 CINCINNATI OH 45215

3. Date Incorporated or Qualified: 03/15/1995
3a. Date of Last Report: [Blank]
4. FEI Number: 31-1199648
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 [X] No

2. Principal Place of Business: 21 P.O. Box 99, Suite, Apt #, etc. [Blank]
22. City & State: 23 Bristol, Wisconsin
24. Zip: 24 53104
25. Country: 25 U.S.A.
2a. Mailing Address: 26 P.O. Box 99, Suite, Apt #, etc. [Blank]
27. City & State: 28 Bristol, Wisconsin
29. Zip: 29 53104
30. Country: 30 U.S.A.

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
1200 PINE ISLAND RD.
PLANTATION FL 33324**

10. Name and Address of New Registered Agent
81 Name: [Blank]
82 Street Address (P.O. Box Number is Not Acceptable): [Blank]
83 [Blank]
84 City: [Blank] 85 Zip Code: FL [Blank]

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: [Blank] (Date: [Blank])

12. OFFICERS AND DIRECTORS

| | | |
|-----------------|---------------------|--------------------------------------------|
| TITLE | PD | <input checked="" type="checkbox"/> DELETE |
| NAME | BROOKS, DAVID L | |
| STREET ADDRESS | 630 LIDDLE LANE | |
| CITY - ST - ZIP | CINCINNATI OH 45215 | |
| TITLE | STD | <input checked="" type="checkbox"/> DELETE |
| NAME | BROOKS, VIVAN H | |
| STREET ADDRESS | 630 LIDDLE LANE | |
| CITY - ST - ZIP | CINCINNATI OH 45215 | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY - ST - ZIP | | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY - ST - ZIP | | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY - ST - ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|--------------------|---------------------|------------------------------------------------------------------------------|
| 11 TITLE | P.O. | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 12 NAME | Tony Mills | |
| 13 STREET ADDRESS | 17525 Winfield Rd. | |
| 14 CITY - ST - ZIP | Bristol, Wi., 53104 | |
| 21 TITLE | S.T.O. | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| 22 NAME | Judy Mills | |
| 23 STREET ADDRESS | 17525 Winfield Rd. | |
| 24 CITY - ST - ZIP | Bristol, Wi., 53104 | |
| 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 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)(x), 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 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Judy K. Mills sec/treas. 6-22-96 414 857-7337
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (3/96)