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Apr 29, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000001423

1. Corporation Name
KENILWORTH, INC.



Principal Place of Business 40 WESTMINSTER ST. PROVIDENCE RI 02903	Mailing Address 40 WESTMINSTER ST. PROVIDENCE RI 02903
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26 40 Westminster street
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27 Attn: Tax Dept.
City & State 23	City & State 28 Providence RI
Zip 24	Country 29 02903 30 USA

3. Date Incorporated or Qualified 03/24/1995	Applied For Not Applicable
4. FEI Number 25-1692848	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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS ST.
 SUITE 105
 TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

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

12. OFFICERS AND DIRECTORS		
TITLE	P	<input type="checkbox"/> DELETE
NAME	HUMPHREY, O. LEWIS	
STREET ADDRESS	40 WESTMINSTER ST.	
CITY-ST-ZIP	PROVIDENCE RI 02903	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HENDERSON, DONALD C	
STREET ADDRESS	40 WESTMINSTER ST.	
CITY-ST-ZIP	PROVIDENCE RI 02903	
TITLE	S	<input type="checkbox"/> DELETE
NAME	PERKINS, ELIZABETH C	
STREET ADDRESS	40 WESTMINSTER ST.	
CITY-ST-ZIP	PROVIDENCE RI 02903	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GILIOTTI, STEPHEN A	
STREET ADDRESS	40 WESTMINSTER ST.	
CITY-ST-ZIP	PROVIDENCE RI 02903	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MCCULLOUGH, DAN R	
STREET ADDRESS	40 WESTMINSTER ST.	
CITY-ST-ZIP	PROVIDENCE RI 02903	
TITLE	D	<input type="checkbox"/> DELETE
NAME	PERKINS, ELIZABETH C	
STREET ADDRESS	40 WESTMINSTER ST.	
CITY-ST-ZIP	PROVIDENCE RI 02903	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	kathleen A. Smith	
1.3 STREET ADDRESS	40 Westminister street	
1.4 CITY-ST-ZIP	Providence RI 02903	
2.1 TITLE	AV	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Bobbie Jean Williams	
2.3 STREET ADDRESS	4550 Northpoint Parkway, Suite 400	
2.4 CITY-ST-ZIP	Alpharetta, GA 30022	
3.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	William J. Clegg	
3.3 STREET ADDRESS	40 Westminister Street	
3.4 CITY-ST-ZIP	Providence RI 02903	
4.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Margaret R. Hayes-Cote	
4.3 STREET ADDRESS	40 Westminister Street	
4.4 CITY-ST-ZIP	Providence RI 02903	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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, with all other like empowered.

SIGNATURE: Kathleen A. Smith **Kathleen A. Smith** (401) 621-4479
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

Directors, Officers Report

Kenilworth, Inc.

Monday, April 05, 1999

DIRECTORS

Stephen A. Giliotti Director
Primary Address: 65 Bow Street
East Greenwich, RI 02818

Dan R. McCullough Director
Primary Address: 36 Horizon Drive
Sauderstown, RI 02874

Elizabeth C. Perkins Director
Primary Address: P.O. Box 2503
Providence, RI 02906

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OFFICERS

O. Lewis Humphrey President
Primary Address: 20 Chantilly Drive
Barrington, RI 02806

Donald C. Henderson Vice President
Primary Address: 187 Crest Field Lane
North Kingstown, RI 02852

Kathleen A. Smith Vice President - Tax
Primary Address: 200 Cannon Street
Unit 152
Cranston, RI 02920

Bobbie Jean Williams Assistant Vice President
Primary Address: 4055 Pineset Drive
Alpharetta, GA 30005

Elizabeth C. Perkins Secretary
Primary Address: P.O. Box 2503
Providence, RI 02906

William J. Clegg Assistant Secretary
Primary Address: 626 Ives Road
East Greenwich, RI 02818

Margaret R. Hayes-Cote Assistant Secretary
Primary Address: 5 Scenic Drive
Warwick, RI 02886