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Secretary of State

03-30-1999 90047 030 ***150.00

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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 # F98000002364
 1. Corporation Name
MEADOWBROOK, INC.

Principal Place of Business 26600 TELEGRAPH RD., STE. 300 ATTN: MICHAEL G. COSTELLO SOUTHFIELD MI 48034	Mailing Address 26600 TELEGRAPH RD., STE. 300 ATTN: MICHAEL G. COSTELLO SOUTHFIELD MI 48034
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 04/24/1998	
4. FEI Number 38-1798156	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 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

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

TITLE	CCEO	<input type="checkbox"/> DELETE
NAME	SEGAL, MERTON J	
STREET ADDRESS	26600 TELEGRAPH RD., STE. 300	
CITY-ST-ZIP	SOUTHFIELD MI 48034	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	CUBBIN, ROBERT S	
STREET ADDRESS	26600 TELEGRAPH RD., STE. 300	
CITY-ST-ZIP	SOUTHFIELD MI 48034	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GARDNER, WARREN D	
STREET ADDRESS	26600 TELEGRAPH RD., STE. 300	
CITY-ST-ZIP	SOUTHFIELD MI 48034	
TITLE	D & EVP	<input type="checkbox"/> DELETE
NAME	HENRY, JOSEPH C	
STREET ADDRESS	26600 TELEGRAPH RD., STE. 300	
CITY-ST-ZIP	SOUTHFIELD MI 48034	
TITLE	P (noted twice)	<input checked="" type="checkbox"/> DELETE
NAME	CUBBIN, ROBERT S	
STREET ADDRESS	26600 TELEGRAPH RD., STE. 300	
CITY-ST-ZIP	SOUTHFIELD MI 48034	
TITLE	VCFO	<input type="checkbox"/> DELETE
NAME	GIBSON, DANIEL G	
STREET ADDRESS	26600 TELEGRAPH RD., STE. 300	
CITY-ST-ZIP	SOUTHFIELD MI 48034	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	EVP and Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	James R. Parry, Sr.	
1.3 STREET ADDRESS	26600 Telegraph Road	
1.4 CITY-ST-ZIP	Southfield, MI 48034	
2.1 TITLE	VP, Treasurer & Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Lee F. Kelly	
2.3 STREET ADDRESS	26600 Telegraph Road	
2.4 CITY-ST-ZIP	Southfield, MI 48034	
3.1 TITLE	SVP & Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Cheryl L. Reno	
3.3 STREET ADDRESS	26600 Telegraph Road	
3.4 CITY-ST-ZIP	Southfield, MI 48034	
4.1 TITLE	VP, General Counsel & Secretary	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Michael G. Costello	
4.3 STREET ADDRESS	26600 Telegraph Road	
4.4 CITY-ST-ZIP	Southfield, MI 48034	
5.1 TITLE	Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Kenn R. Allen	
5.3 STREET ADDRESS	26600 Telegraph Road	
5.4 CITY-ST-ZIP	Southfield, MI 48034	
6.1 TITLE	VP & CFO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	William J. Lohmeyer, III	
6.3 STREET ADDRESS	26600 Telegraph Road, Ste. 300	
6.4 CITY-ST-ZIP	Southfield, MI 48034	

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:  **Michael G. Costello**
 General Counsel & Secretary 248-204-8025 3/15/99

CR2E034 (1/98)