




**2nd NOTICE:** Limited Liability Company Will Be Dissolved On Or After October 8, 1997. If Dissolved, Minimum Amount Due To Reinstate: \$703.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997		 FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS		<b>FILED</b>  97 AUG 21 AM 8:10  SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE</b> \$ 588.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee + \$385.00 Late Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company <b>WINDY HILL PET FOOD COMPANY L.L.C. LIMITED COMPANY TWO MARYLAND FARMS, SUITE 301 BRENTWOOD TN 37027</b>		<b>DOCUMENT #</b> M95000000024		1a. Principal Place of Business Address  <b>TWO MARYLAND FARMS, SUITE 301 BRENTWOOD TN 37027</b>	
2. Principal Place of Business  Suite, Apt. #, etc.  City & State  Zip Country		2a. Mailing Address  Suite, Apt. #, etc.  City & State  Zip Country		3. Date Organized or Qualified <b>03/01/1995</b> 3a. State of Formation <b>DE</b> 4. FEI Number <b>10-1758387</b> 5. Date of Last Report <b>05/13/1996</b> 6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/> \$6.75 Additional Fee Required	
7. Name and Address of Current Registered Agent  <b>C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324</b>		8. Name and Address of New Registered Agent  Name  Street Address (P.O. Box Number is Not Acceptable)  Suite, Apt. #, etc.  City <b>FL</b> Zip Code			
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)		DATE _____			
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MRGM	CHUNG, RAY	301 MONTGOMERY ST., SUITE		SAN FRANCISCO CA	
MRGM	WILSON, IAN	301 MONTGOMERY ST., SUITE		SAN FRANCISCO CA	
				3000002276999-7 -08/26/97-01011-011 *****588.75 *****588.75	
				JB 8-22-97	

11. I do 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: \_\_\_\_\_