


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

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| LIMITED LIABILITY COMPANY ANNUAL REPORT 1999 | |  FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS | | FILED 99 APR -7 AM 9:01 SECRETARY OF STATE TALLAHASSEE, FLORIDA | |
| FILING FEE Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee \$ 188.75 Make Check Payable To: FLORIDA DEPARTMENT OF STATE | | | | | |
| 1. Name and Mailing Address of Limited Liability Company DOCUMENT # M98000001050 BADGER ACQUISITION OF BROOKSVILLE LLC 1209 ORANGE STREET WILMINGTON DE 19801 | | | 1a. Principal Place of Business Address 1209 ORANGE STREET WILMINGTON DE 19801 | | |
| 2. Principal Place of Business Suite, Apt. #, etc. City & State Zip | | 2a. Mailing Address Suite, Apt. #, etc. City & State Zip | | 3. Date Organized or Qualified 09/18/1998 4. FEI Number 52-2119870 APPLIED FOR | |
| Country 41011 | | Country U.S. | | 3a. State of Formation DE <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable | |
| 7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324 | | 8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City 600002840846-0 04/15/99-01105-010 ***183PPS ***188.75 FL | | | |
| 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 _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent's signature required when reinstating)</small> | | | | DATE _____ | |
| 10. Title | Managing Members/Managers | Business Street Address | | City, State and Zip Code | |
| MGRM | BADGER ACQUISITION L, | 1717 Dixie Hwy Suite 800 | | Ft. Wright | |
| MGR | FINN, TRACY | 100 EAST RIVER CENTER BLVD | | COVINGTON KY | |
| MGR | ABBOTT, BRADLEY S | 1717 Dixie Hwy Suite 800 | | Ft. Wright | |
| MGR | GREANY, CATHERINE | 100 EAST RIVER CENTER BLVD | | COVINGTON KY | |
| MGR | MARSH, THOMAS R | 1717 Dixie Hwy Suite 800 | | Ft. Wright | |
| | | 100 EAST RIVER CENTER BLVD | | COVINGTON KY | |
| 4-14-99 | | | | | |
| 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: _____ _____ BRADLEY S. ABBOTT | | 3/25/99 (606) 426-3007 | | | |
| <small>SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small> | | <small>Date Date Phone</small> | | | |