



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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED APR 16 PM 5:00 SECRETARY OF STATE DIVISION OF CORPORATIONS	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company DOCUMENT # M98000001052 BADGER ACQUISITION OF TAMPA 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 Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 09/18/1998 3a. State of Formation DE 4. FEI Number 52-2119893 APPLIED FOR 5. Date of Last Report N/A 6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
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. 700002049937--7 -04/23/93--01033--011 City ***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 _____ DATE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent's signature required when reappointing)</small>					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	BADGER ACQUISITION L,	1717 Dixie Hwy Suite 800 100 EAST RIVER CENTER BLVD		Ft. Wright COVINGTON KY	
MGR	FINN, TRACY	100 EAST RIVER CENTER BLVD		COVINGTON KY	
MGR	ABBOTT, BRADLEY S	1717 Dixie Hwy Suite 800 100 EAST RIVER CENTER BLVD		Ft. Wright COVINGTON KY	
MGR	GREANY, CATHERINE	100 EAST RIVER CENTER BLVD		COVINGTON KY	
MGR	MARSH, THOMAS R	1717 Dixie Hwy Suite 800 100 EAST RIVER CENTER BLVD		Ft. Wright COVINGTON KY	
					
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: <u>Bradley S. Abbott</u>		Signature and Typed or Printed Name of Signing Managing Member or Manager		Date <u>3/25/99</u> (local) <u>426-3007</u> <small>Daytime Phone #</small>	