

No. C103285	Annual Report Form 1996 Due No Later Than November 30,		2. Registered Agent and Office NOT A P.O. BOX													
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1. Mailing Address - Please Correct, if Not Correct GROW GROUP, INC. 925 Euclid Ave., Suite 900 200 PARK AVE Cleveland OH 44115 NEW YORK NY 10166		CT CORPORATION SYSTEM 300 N 6TH ST BOISE ID 83701 3. Organized Under the Laws of: NY C103285													
4. Corporations: Enter Names and Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one) <table border="0"> <thead> <tr> <th><u>Office held</u></th> <th><u>Name</u></th> <th><u>Street or P.O. Address</u></th> <th><u>City</u></th> <th><u>State</u></th> <th><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6">(See attached List)</td> </tr> </tbody> </table>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	(See attached List)					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>											
(See attached List)																
5. NATURE OF BUSINESS CONDUCT STUDIES & RESEARCH		6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete. Signature <u>[Signature]</u> Date <u>8/1/99</u> Name (Typed or Printed) <u>T. L. HALLIDAY</u> Title <u>Director</u>														

ISSUED: 07-06-1996

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**Grow Group Inc.
List of Corporate Officers**

(As of 7/30/96)

Corporate Office Location: Grow Group Inc.
925 Euclid Ave., Suite 900
Cleveland, OH 44115

FEIN # 11-1665588

Stockholder: ICI American Holdings Inc.

Board of Directors: John R. Danzeisen
William J. Thornton
Stanley A. Lockitski

Officers:

John R. Danzeisen	President and Chief Executive Officer
William J. Thornton	Chief Financial Officer
Norman Schueftan	Treasurer and Vice President
Stanley A. Lockitski	Vice President & Secretary
Mary Schoening	Assistant Secretary
Thomas J. Puette	Assistant Secretary
Richard Z. Jambor	Assistant Secretary
Robert J. Bowers	Assistant Secretary
Thomas M. Schmitz	Assistant Secretary
Robert J. Sterrick	Assistant Treasurer

Resident Agent: C T Corporation System