

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

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

NO FEE REQUIRED

* FIRST NOTICE *

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 Managers or Members (check one)

Office held Name Street or P.O. Address City State Zip

(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

[Handwritten Signature]

Date

8/11/99

Name (Typed or Printed)

T. L. HANCOCK

Title

Director

ISSUED: 07-06-1996

742

**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. Sterricker	Assistant Treasurer

Resident Agent:

C T Corporation System