

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III, SECRETARY OF STATE
ANNUAL REPORT

(See Reverse Side for Filing Instructions)

RECORD # J078277

DUE JUNE 30, 1997

(4) FILING FEE

15.00

(1) EXACT CORPORATE NAME AND PRINCIPAL OFFICE ADDRESS:

GNC ENERGY CORPORATION
796 W. MAIN ST.
LEBANON, KY. 40033-0201

(5) STATE OR COUNTRY OF
INCORPORATION

KY

(2) PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO:

[Empty box for principal office address change]

(6) DATE OF INCORPORATION OR
AUTHORIZATION TO TRANSACT BUSINESS

04/13/1977

(3) REGISTERED AGENT AND REGISTERED OFFICE ADDRESS:

NELSON BALL
CAMPELLSVILLE RD.
LEBANON, KY. 40033

(7) PLEASE MAIL A STATEMENT OF CHANGE FORM TO:

[Empty box for mailing statement of change form to, with date JUN 26 1997 stamped]

Changes made to the registered agent or registered office cannot be made on this form
See Filing Instructions on reverse side

PLEASE TYPE OR PRINT THE NAMES AND BUSINESS ADDRESSES OF THE CORPORATION'S CURRENT PRINCIPAL OFFICERS.

IF SOLE OFFICER, PLEASE CHECK

PRESIDENT RUDY BALL 796 WEST MAIN ST., LEBANON, KY 40033
VICE PRESIDENT _____
SECRETARY NELSON BALL _____
TREASURER RUDY BALL _____

PLEASE TYPE OR PRINT THE NAMES AND BUSINESS ADDRESSES OF THE CORPORATION'S DIRECTORS.

Directors are required to be listed. No listing of directors is verification that the corporation has dispensed with the board of directors. Non-profit corporations must list three (3) or more directors. See Filing Instructions on reverse side.

BOARD OF DIRECTORS SEE ATTACHED

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

AUTHORIZED SIGNATURE [Signature] TITLE PRESIDENT DATE 6/23/97

PROFESSIONAL SERVICE CORPORATIONS ONLY: In addition to the annual report content requirement, there shall be included a list of names and addresses of all shareholders of the professional service corporation and the president shall sign the certificate below.

CERTIFICATE OF PROFESSIONAL SERVICE CORPORATION

I, President of said corporation, do certify that all of the shareholders, not less than one half of the directors, and all officers other than secretary and treasurer of the professional service corporation are duly qualified as provided in KRS Chapter 274 and a copy of such annual report has been filed with the regulating board that licenses the shareholders described in this statement.

PRESIDENT'S SIGNATURE _____

CNC ENERGY CORPORATION

NAME	ADDRESS	DIRECTORS	OFFICERS
JOHN RUDOLPH BALL	826 LEBANON ROAD, SPRINGFIELD, KY 40069	X	PRESIDENT- TREAS
DONALD BALL	513 SOUTH SPALDING AVE., LEBANON, KY 40033	X	
NELSON BALL	410 HILLCREEK DRIVE, LEBANON, KENTUCKY 40033	X	SECRETARY
NANCY ERWIN	11901 SPRINGMEADOW LANE, COSHEEN, KY 40026	X	
JANE A. MARTIN	5200 W. US HIGHWAY 42, COSHEEN KY 40026	X	
NANCY MILLARD	7913 ROSE ISLAND RD., PROSPECT, KY 40029	X	