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Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 752670
 1. Corporation Name
ARAPAHOE FARMS, INC.

Principal Place of Business C/O CASTLE GROUP P O BOX 189013 PLANTATION FL 33318 US	Mailing Address C/O CASTLE GROUP P.O BOX 189013 PLANTATION FL 33318 US
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 05/29/1980
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 59-2191475
City & State 23	City & State 28	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
Zip 24	Country 25	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CASTLE PROPERTY SERVICES GRUPP INC 4450 W SUNRISE BLVD C-100 PLANTATION FL 33313		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		84 City	FL
		85 Zip Code	

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 617.0503, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CORNBLATT, GAIL	1.2 NAME	
STREET ADDRESS	3330 S.W. 59 ST.	1.3 STREET ADDRESS	
CITY-ST-ZIP	FT. LAUDERDALE FL	1.4 CITY-ST-ZIP	
TITLE	STD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHWARTZ, JEAN	2.2 NAME	
STREET ADDRESS	3321 S.W. 57TH PL.	2.3 STREET ADDRESS	
CITY-ST-ZIP	FT. LAUDERDALE FL	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOFFELD, CATHY	3.2 NAME	
STREET ADDRESS	5811 SW 33RD LANE	3.3 STREET ADDRESS	
CITY-ST-ZIP	FT. LAUDERDALE FL	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COPLIN, ALAN	4.2 NAME	
STREET ADDRESS	3340 SW 59 ST	4.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PLATI, MARCI	5.2 NAME	
STREET ADDRESS	5910 NW 33RD LANE	5.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	D Greenberg, Lawrence A.
STREET ADDRESS		6.3 STREET ADDRESS	5911 SW 33rd Lane
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Ft. Lauderdale FL

14. I 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 or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or, on an attachment with an address, with all other like empowered.

SIGNATURE: SIGNATURE REQUIRED Gail Cornblatt, Pres. (954) 792-6000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (11/98)