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**Jan 30 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 844945 (6)
1. Corporation Name
PETOSEED CO., INC. SEMINIS VEGETABLE SEEDS, INC
PLEASE NOTE NAME CHANGE



Principal Place of Business Mailing Address
1905 LIRIO AVENUE POST OFFICE BOX 4206
SATICOY CA 93007-4206 SATICOY CA 93007-4206
US

3. Date Incorporated or Qualified **01/11/1980** 3a. Date of Last Report **04/10/1996**
4. FEI Number **95-2252858** Applied For Not Applicable
5. Certificate of Status Desired **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 **2901 NORTH VENTURA ROAD**
22 City & State 27 **SUITE 250**
23 Zip Country 28 **OXNARD CA**
24 Zip Country 29 **93030** 30 **USA**

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**ANDERSON, RICK
2744 FOXDALE
DELTONA FL 32738**

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 607.0502 and 607.1508, 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 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	VT	<input type="checkbox"/> DELETE
NAME	O'NEIL, LAWRENCE E	
STREET ADDRESS	1905 LIRIO AVE	
CITY-ST-ZIP	SATICOY, CA 00000	
TITLE	P	<input type="checkbox"/> DELETE
NAME	SCHMIDT, DIETRICH	
STREET ADDRESS	1905 LIRIO AVE	
CITY-ST-ZIP	SATICOY, CA 00000	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	LARKIN, JAMES	
STREET ADDRESS	1905 LIRIO AVENUE	
CITY-ST-ZIP	SATICOY, CA 00000	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	FRANCISCO GONZALEZ SEBASTIA	
STREET ADDRESS	AVE ROBLE NO 565 OTE,	
CITY-ST-ZIP	66265 GARZA GARCIA NL	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	BERNARDO JIMENEZ BARRERA	
STREET ADDRESS	AVE ROBLE NO 565 OTE.	
CITY-ST-ZIP	66262 GARZA GARCIA N.	
TITLE	S	<input type="checkbox"/> DELETE
NAME	HOWARD S. KELBERG	
STREET ADDRESS	ONE BATTERY PARK PLAZA	
CITY-ST-ZIP	NEW YORK NY	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. 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 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: **Lawrence E. O'Neil** V.P./TREASURER 1-10-97 (805) 659-7445
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date

CR2E034 (9/96)