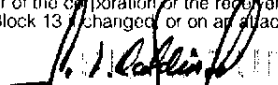


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED  
Apr 24 1997 8:00am  
Secretary of State

| PROFIT CORPORATION ANNUAL REPORT 1997                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                              |  |                                                                                                  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS                            |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|--|
| <b>DOCUMENT # F39384 (5)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                              |                                                                                   |                                                                                                  |                                                                                                                               |  |
| 1. Corporation Name<br><b>NEW FARM, INC.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                              |                                                                                   |                                                                                                  |                                                                                                                               |  |
| Principal Place of Business<br><b>316 ROYAL POINCIANA PLAZA<br/>PO BOX 1059<br/>PALM BEACH FL 33480</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                              |                                                                                   | Mailing Address<br><b>316 ROYAL POINCIANA PLAZA<br/>PO BOX 1059<br/>PALM BEACH FL 33480-1059</b> |                                                                                                                               |  |
| 2. Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                              | 2a. Mailing Address                                                               |                                                                                                  | 3. Date Incorporated or Qualified<br><b>05/27/1981</b>                                                                        |  |
| 21. Suite, Apt. #, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                              | 26. Suite, Apt. #, etc.                                                           |                                                                                                  | 3a. Date of Last Report<br><b>04/09/1996</b>                                                                                  |  |
| 22. City & State                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                              | 27. City & State                                                                  |                                                                                                  | 4. FEI Number<br><b>59-2103734</b>                                                                                            |  |
| 23. Zip                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                              | 28. Zip                                                                           |                                                                                                  | Applied For<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                            |  |
| 24. Country                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                              | 29. Country                                                                       |                                                                                                  | 5. Certificate of Status Desired<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                       |  |
| 25. Country                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                              | 30. Country                                                                       |                                                                                                  | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  |
| 9. Name and Address of Current Registered Agent<br><b>CARSON, DONALD W<br/>316 ROYAL POINCIANA PLAZA<br/>PALM BCH. FL 33480</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                              |                                                                                   | 10. Name and Address of New Registered Agent                                                     |                                                                                                                               |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                              |                                                                                   | 81. Name                                                                                         |                                                                                                                               |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                              |                                                                                   | 82. Street Address (P.O. Box Number is Not Acceptable)                                           |                                                                                                                               |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                              |                                                                                   | 83. City                                                                                         |                                                                                                                               |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                              |                                                                                   | 84. City <b>FL</b> 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<br>Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                              |                                                                                   |                                                                                                  |                                                                                                                               |  |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                              |                                                                                   |                                                                                                  |                                                                                                                               |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | V                                                                            | <input type="checkbox"/> DELETE                                                   |                                                                                                  |                                                                                                                               |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | HERNANDEZ, OSCAR R.                                                          |                                                                                   |                                                                                                  |                                                                                                                               |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 316 ROYAL POINCIANA PLZ                                                      |                                                                                   |                                                                                                  |                                                                                                                               |  |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | PALM BEACH, FL 33480                                                         |                                                                                   |                                                                                                  |                                                                                                                               |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | VPCD                                                                         | <input type="checkbox"/> DELETE                                                   |                                                                                                  |                                                                                                                               |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | FANJUL, JOSE                                                                 |                                                                                   |                                                                                                  |                                                                                                                               |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 316 ROYAL POINCIANA PLZ                                                      |                                                                                   |                                                                                                  |                                                                                                                               |  |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | PALM BEACH, FL 33480                                                         |                                                                                   |                                                                                                  |                                                                                                                               |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | CEO                                                                          | <input type="checkbox"/> DELETE                                                   |                                                                                                  |                                                                                                                               |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | FANJUL, ALFONSO, JR                                                          |                                                                                   |                                                                                                  |                                                                                                                               |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 316 ROYAL POINCIANA PLZ                                                      |                                                                                   |                                                                                                  |                                                                                                                               |  |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | PALM BEACH, FL 33480                                                         |                                                                                   |                                                                                                  |                                                                                                                               |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | DV                                                                           | <input type="checkbox"/> DELETE                                                   |                                                                                                  |                                                                                                                               |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | RECIO, ALBERTO                                                               |                                                                                   |                                                                                                  |                                                                                                                               |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 316 ROYAL POINCIANA PLZ                                                      |                                                                                   |                                                                                                  |                                                                                                                               |  |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | PALM BEACH, FL 33480                                                         |                                                                                   |                                                                                                  |                                                                                                                               |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | EVAS                                                                         | <input type="checkbox"/> DELETE                                                   |                                                                                                  |                                                                                                                               |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | CARSON, DONALD W                                                             |                                                                                   |                                                                                                  |                                                                                                                               |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 316 ROYAL POINCIANA PLZ                                                      |                                                                                   |                                                                                                  |                                                                                                                               |  |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | PALM BEACH, FL 33480                                                         |                                                                                   |                                                                                                  |                                                                                                                               |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | VSD                                                                          | <input type="checkbox"/> DELETE                                                   |                                                                                                  |                                                                                                                               |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | VALDIVIA, JOSE F., JR.                                                       |                                                                                   |                                                                                                  |                                                                                                                               |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 316 ROYAL POINCIANA PLZ                                                      |                                                                                   |                                                                                                  |                                                                                                                               |  |
| CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | PALM BEACH FL 33480                                                          |                                                                                   |                                                                                                  |                                                                                                                               |  |
| 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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |                                                                                   |                                                                                                  |                                                                                                                               |  |
| 2.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | D/VC/P/COO                                                                   |                                                                                   |                                                                                                  |                                                                                                                               |  |
| 2.3 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                              |                                                                                   |                                                                                                  |                                                                                                                               |  |
| 2.4 CITY - ST - ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                              |                                                                                   |                                                                                                  |                                                                                                                               |  |
| 3.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |                                                                                   |                                                                                                  |                                                                                                                               |  |
| 3.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | D/C/CEO                                                                      |                                                                                   |                                                                                                  |                                                                                                                               |  |
| 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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |                                                                                   |                                                                                                  |                                                                                                                               |  |
| 5.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | D/Exec.V/AS                                                                  |                                                                                   |                                                                                                  |                                                                                                                               |  |
| 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                              |                                                                                   |                                                                                                  |                                                                                                                               |  |
| (See Attachment For Continuation)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                              |                                                                                   |                                                                                                  |                                                                                                                               |  |
| 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, unchanged, or on an attachment with an address. |                                                                              |                                                                                   |                                                                                                  |                                                                                                                               |  |
| SIGNATURE:  Jose F. Valdivia, Jr., Vice President 4-4-97 561-655-6303                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                              |                                                                                   |                                                                                                  |                                                                                                                               |  |

CR2E034 (9/96)

**ATTACHMENT TO  
PROFIT  
CORPORATION  
ANNUAL REPORT  
1997**

**DOCUMENT # F39384 (5)**

1. Corporation Name

**NEW FARM, INC.**

**13. - CONTINUED ADDITIONS / CHANGES TO OFFICERS AND DIRECTORS IN 12**

|                                                |                                                                                           |                                                                              |
|------------------------------------------------|-------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | AS<br>Baker, David H.<br>321 Royal Poinciana Plaza<br>Palm Beach, Florida 33480           | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | V/T<br>Blomqvist, Erik J.<br>316 Royal Poinciana Plaza<br>Palm Beach, Florida 33480       | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | AS<br>del Busto, Jorge<br>316 Royal Poinciana Plaza<br>Palm Beach, Florida 33480          | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | V<br>Dominicis, Jorge A.<br>316 Royal Poinciana Plaza<br>Palm Beach, Florida 33480        | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | Exec. V<br>Fanjul, Alexander L.<br>316 Royal Poinciana Plaza<br>Palm Beach, Florida 33480 | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | Sr. V<br>Fanjul, Andrés B.<br>316 Royal Poinciana Plaza<br>Palm Beach, Florida 33480      | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | V<br>Fernández, Luis J.<br>316 Royal Poinciana Plaza<br>Palm Beach, Florida 33480         | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP | V<br>Hernández, Oscar F.<br>316 Royal Poinciana Plaza<br>Palm Beach, Florida 33480        | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |

ATTACHMENT TO  
PROFIT  
CORPORATION  
ANNUAL REPORT  
1997

DOCUMENT # F39384 (5)

1. Corporation Name

NEW FARM, INC.

13. - CONTINUED ADDITIONS / CHANGES TO OFFICERS AND DIRECTORS IN 12

|                |                                            |                                                                              |
|----------------|--------------------------------------------|------------------------------------------------------------------------------|
| TITLE          | AS                                         | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME           | Klock, Jr., Joseph P.                      |                                                                              |
| STREET ADDRESS | 4000 Southeast Financial Center 41st Floor |                                                                              |
| CITY-ST-ZIP    | Miami, Florida 33131                       |                                                                              |
| TITLE          | V                                          | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME           | de la O, Arturo                            |                                                                              |
| STREET ADDRESS | 316 Royal Poinciana Plaza                  |                                                                              |
| CITY-ST-ZIP    | Palm Beach, Florida 33480                  |                                                                              |
| TITLE          | V                                          | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME           | Recio, Eduardo                             |                                                                              |
| STREET ADDRESS | 321 Royal Poinciana Plaza                  |                                                                              |
| CITY-ST-ZIP    | Palm Beach, Florida 33480                  |                                                                              |
| TITLE          | V/AS                                       | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME           | Ross, Daniel D.                            |                                                                              |
| STREET ADDRESS | 316 Royal Poinciana Plaza                  |                                                                              |
| CITY-ST-ZIP    | Palm Beach, Florida 33480                  |                                                                              |
| TITLE          | V                                          | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME           | Ryan, IV, Allan A.                         |                                                                              |
| STREET ADDRESS | 316 Royal Poinciana Plaza                  |                                                                              |
| CITY-ST-ZIP    | Palm Beach, Florida 33480                  |                                                                              |
| TITLE          | V/AS                                       | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME           | Tarr, William F.                           |                                                                              |
| STREET ADDRESS | 316 Royal Poinciana Plaza                  |                                                                              |
| CITY-ST-ZIP    | Palm Beach, Florida 33480                  |                                                                              |
| TITLE          | AV                                         | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME           | Winterling, Christine                      |                                                                              |
| STREET ADDRESS | 316 Royal Poinciana Plaza                  |                                                                              |
| CITY-ST-ZIP    | Palm Beach, Florida 33480                  |                                                                              |
| TITLE          | AT                                         | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME           | Valdivieso, Rolando G.                     |                                                                              |
| STREET ADDRESS | 316 Royal Poinciana Plaza                  |                                                                              |
| CITY-ST-ZIP    | Palm Beach, Florida 33480                  |                                                                              |