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FILED
Apr 17 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # J36597 (9)

1. Corporation Name
INTERCHANGE FARMS, INC.



Principal Place of Business % MICHAEL D. COUNCIL 405 8TH ST. PO BOX 1218 RUSKIN FL 33570	Mailing Address % MICHAEL D. COUNCIL 405 8TH ST. PO BOX 1218 RUSKIN FL 33570-7611
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3. Date Incorporated or Qualified 09/30/1986	3a. Date of Last Report 04/24/1996
4. FEI Number 59-2740281	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country

9. Name and Address of Current Registered Agent

**COUNCIL, MICHAEL D.
405 8TH ST
PO BOX 1218
RUSKIN FL 33570**

10. Name and Address of New Registered Agent

81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83.
84. City
85. Zip Code **FL**

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	D <input type="checkbox"/> DELETE
NAME	SPENCER, WILLIAM H.
STREET ADDRESS	1910 14TH AVE S.E.
CITY-ST-ZIP	RUSKIN FL
TITLE	D <input type="checkbox"/> DELETE
NAME	COUNCIL, MICHAEL D.
STREET ADDRESS	5715 BRIGMAN AVENUE
CITY-ST-ZIP	WIMAUMA FL
TITLE	D <input type="checkbox"/> DELETE
NAME	CURRIE, W.E., III
STREET ADDRESS	5815 N. DALE MABRY HWY
CITY-ST-ZIP	TAMPA FL
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D <input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	SPENCER, WILLIAM H.
1.3 STREET ADDRESS	807A BAHIA DEL SOL DRIVE
1.4 CITY-ST-ZIP	RUSKIN, FLORIDA
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: *Michael D. Council* 04/10/97 813-645-4469
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)