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NONPROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # U00018

1. Corporation Name
THE NATURAL CAROTENE PRODUCTS COOPERATIVE, INC.

Principal Place of Business

WEST HIGHWAY 44
P. O. BOX 1300
EUSTIS FL 32726

Mailing Address

WEST HIGHWAY 44
P. O. BOX 1300
EUSTIS FL 32726



2. Principal Place of Business (21-24), 2a. Mailing Address (26-29), 3. Date Incorporated or Qualified (12/31/1986), 4. FEI Number (59-2799088), 5. Certificate of Status Desired (\$8.75 Additional Fee Required), 6. Election Campaign Financing (\$5.00 May Be Added to Fees)

9. Name and Address of Current Registered Agent (BROWN, THOMAS H, 531 W. YALE ST., ORLAND FL 32804), 10. Name and Address of New Registered Agent (81-85)

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

12. OFFICERS AND DIRECTORS (PD LONG, BILL; TD CLOUNTS, REX; GMD BROWN, JERRY P.), 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 (1.1 TITLE, 1.2 NAME, 1.3 STREET ADDRESS, 1.4 CITY-ST-ZIP, 2.1 TITLE, 2.2 NAME, 2.3 STREET ADDRESS, 2.4 CITY-ST-ZIP, 3.1 TITLE, 3.2 NAME, 3.3 STREET ADDRESS, 3.4 CITY-ST-ZIP, 4.1 TITLE, 4.2 NAME, 4.3 STREET ADDRESS, 4.4 CITY-ST-ZIP, 5.1 TITLE, 5.2 NAME, 5.3 STREET ADDRESS, 5.4 CITY-ST-ZIP, 6.1 TITLE, 6.2 NAME, 6.3 STREET ADDRESS, 6.4 CITY-ST-ZIP)

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: Jerry P. Brown SIGNATURE REQUIRED Date: 3-11-99 (352) 357-4141 Daytime Phone #

CR2E037 (1/198)