

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

FILED

Apr 24 1997 8:00am  
Secretary of State

|                                                       |                                                                                   |                                                                                                           |
|-------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br><b>1997</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|-------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|

DOCUMENT # **250876** (0)  
1. Corporation Name  
**CLOSTER FARMS INC**

|                                                                                                         |                                                                                                  |
|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|
| Principal Place of Business<br><b>316 ROYAL POINCIANA PLAZA<br/>P.O. BOX 1059<br/>PALM BEACH, 33480</b> | Mailing Address<br><b>316 ROYAL POINCIANA PLAZA<br/>P.O. BOX 1059<br/>PALM BEACH, 33480-1059</b> |
|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|



|                                |                       |                                                                                    |  |                                                                                                                                                             |                                              |
|--------------------------------|-----------------------|------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 2. Principal Place of Business |                       | 2a. Mailing Address                                                                |  | 3. Date Incorporated or Qualified<br><b>09/01/1961</b>                                                                                                      | 3a. Date of Last Report<br><b>04/09/1996</b> |
| 21 Suite, Apt #, etc.          | 26 Suite, Apt #, etc. | 4. FEI Number<br><b>59-0927006</b>                                                 |  | Applied For<br>Not Applicable                                                                                                                               |                                              |
| 22 City & State                | 27 City & State       | 5. Certificate of Status Desired <input type="checkbox"/>                          |  | \$8.75 Additional Fee Required                                                                                                                              |                                              |
| 23 Zip                         | 28 Zip                | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> |  | \$5.00 May Be Added to Fees                                                                                                                                 |                                              |
| 24 Country                     | 29 Country            | 30                                                                                 |  | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <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 PL<br/>PALM BEACH FL 33480</b> |  | 10. Name and Address of New Registered Agent          |             |
| 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

Signature, typed or printed name of registered agent and title if applicable.

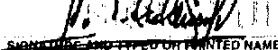
(NOTE: Registered Agent signature required when reinstating)

DATE

| 12. OFFICERS AND DIRECTORS |                                     | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                                          |
|----------------------------|-------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------------------|
| TITLE                      | AS <input type="checkbox"/> DELETE  | 1.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition                        |
| NAME                       | DEL BUSTO, JORGE                    | 1.2 NAME                                              |                                                                                          |
| STREET ADDRESS             | 316 ROYAL POINCIANA PL              | 1.3 STREET ADDRESS                                    |                                                                                          |
| CITY - ST - ZIP            | PALM BEACH FL                       | 1.4 CITY - ST - ZIP                                   |                                                                                          |
| TITLE                      | PD <input type="checkbox"/> DELETE  | 2.1 TITLE                                             | D/C/CEO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition     |
| NAME                       | FANJUL, ALFONSO                     | 2.2 NAME                                              |                                                                                          |
| STREET ADDRESS             | 316 ROYAL POINCIANA PL              | 2.3 STREET ADDRESS                                    |                                                                                          |
| CITY - ST - ZIP            | PALM BEACH FL                       | 2.4 CITY - ST - ZIP                                   |                                                                                          |
| TITLE                      | VD <input type="checkbox"/> DELETE  | 3.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition                        |
| NAME                       | RECIO, ALBERTO                      | 3.2 NAME                                              |                                                                                          |
| STREET ADDRESS             | 316 ROYAL POINCIANA PL              | 3.3 STREET ADDRESS                                    |                                                                                          |
| CITY - ST - ZIP            | PALM BEACH FL                       | 3.4 CITY - ST - ZIP                                   |                                                                                          |
| TITLE                      | TDV <input type="checkbox"/> DELETE | 4.1 TITLE                                             | D/VC/P/COO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition  |
| NAME                       | FANJUL, JOSE                        | 4.2 NAME                                              |                                                                                          |
| STREET ADDRESS             | 316 ROYAL POINCIANA PL              | 4.3 STREET ADDRESS                                    |                                                                                          |
| CITY - ST - ZIP            | PALM BCH, FL 00000                  | 4.4 CITY - ST - ZIP                                   |                                                                                          |
| TITLE                      | VSD <input type="checkbox"/> DELETE | 5.1 TITLE                                             | D/Exec.V/AS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | CARSON, DONALD W.                   | 5.2 NAME                                              |                                                                                          |
| STREET ADDRESS             | 316 ROYAL POINCIANA PL              | 5.3 STREET ADDRESS                                    |                                                                                          |
| CITY - ST - ZIP            | PALM BEACH FL                       | 5.4 CITY - ST - ZIP                                   |                                                                                          |
| TITLE                      | <input type="checkbox"/> DELETE     | 6.1 TITLE                                             | D/V/S <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition       |
| NAME                       |                                     | 6.2 NAME                                              | Valdivia, Jr., José F.                                                                   |
| STREET ADDRESS             |                                     | 6.3 STREET ADDRESS                                    | 316 Royal Poinciana Plaza                                                                |
| CITY - ST - ZIP            |                                     | 6.4 CITY - ST - ZIP                                   | Palm Beach, FL 33480                                                                     |

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 or on an attachment with an address.

SIGNATURE:

 **Jose F. Valdivia Jr., Vice President**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

4-4-97

561-655-6303

ATTACHMENT  
TO  
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1997

DOCUMENT # 250876 (0)

1. Corporation Name

CLOSTER FARMS 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<br>316 Royal Poinciana Plaza<br>Palm Beach, Florida             | <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      | <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        | <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 | <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      | <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        | <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       | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |

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|----------------|---------------------------|------------------------------------------------------------------------------|
| TITLE          | V                         | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME           | Hernández, Oscar R.       |                                                                              |
| STREET ADDRESS | 316 Royal Poinciana Plaza |                                                                              |
| CITY-ST-ZIP    | Palm Beach, Florida       |                                                                              |
| TITLE          | AS                        | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME           | Klock, Jr., Joseph P.     |                                                                              |
| STREET ADDRESS | 316 Royal Poinciana Plaza |                                                                              |
| CITY-ST-ZIP    | Palm Beach, Florida       |                                                                              |
| 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       |                                                                              |
| TITLE          | V                         | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME           | Recio, Eduardo            |                                                                              |
| STREET ADDRESS | 316 Royal Poinciana Plaza |                                                                              |
| CITY-ST-ZIP    | Palm Beach, Florida       |                                                                              |
| 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       |                                                                              |
| 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       |                                                                              |
| 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       |                                                                              |

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|----------------|---------------------------|------------------------------------------------------------------------------|
| 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       |                                                                              |
| 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       |                                                                              |