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Jan 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

DOCUMENT # 431035 (5)

1. Corporation Name
EARLS PRODUCE INC.



Principal Place of Business: 3250 W WASHINGTON ST ORLANDO FL 32805
Mailing Address: 3250 W WASHINGTON ST ORLANDO FL 32805-2037

3. Date Incorporated or Qualified: 07/20/1973
3a. Date of Last Report: 04/10/1996
4. FEI Number: 59-1496328
Applied For: Not Applicable
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21 3250 Old Winter Garden Road, 22 Orlando, FL 32805
2a. Mailing Address: 26 3250 Old Winter Garden Road, 27 Orlando, FL 32805
23 Orlando, FL 32805
24 Zip, 25 Country, 29 Zip, 30 Country

9. Name and Address of Current Registered Agent
CLIFFORD, W. MICHAEL, ESQ.
200 S. ORANGE AVE., SUITE 3000
ORLANDO FL 32801

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

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 date if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS
TITLE: PST, NAME: EARLS, WALTER E., STREET ADDRESS: 3250 W. WASHINGTON ST, CITY-ST-ZIP: ORLANDO FL
TITLE: VP, NAME: RENNEBU, DANA, STREET ADDRESS: 3250 W. WASHINGTON ST., CITY-ST-ZIP: ORLANDO FL
[Empty rows for other officers]

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE: PST, NAME: Irene A. Earls, STREET ADDRESS: 3250 Old Winter Garden Road, CITY-ST-ZIP: Orlando, FL 32805
2.1 TITLE: VP, NAME: Rennebu, Dana, STREET ADDRESS: 3250 Old Winter Garden Road, CITY-ST-ZIP: Orlando, FL 32805
[Empty rows for other additions]

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: [Signature of Dana Rennebu], DATE: 1/18/97, DAYTIME PHONE: (407) 295-7970

CR2E034 (9/96)