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Apr 14 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 # 466284 (7)
 1. Corporation Name
G.L.C. FARMS, INC.



Principal Place of Business C/O DONALD W. CARSON P.O. BOX 1059, 316 ROYAL POINCIANA PLAZA PALM BEACH FL 33480	Mailing Address C/O DONALD W. CARSON P.O. BOX 1059, 316 ROYAL POINCIANA PLAZA PALM BEACH FL 33480-4020
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3. Date incorporated or Qualified 12/17/1974	3a. Date of Last Report 03/20/1996
4. FEI Number 59-1569011	Applied For Not Applicable
5. Certificate of Status Desired <input 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 type="checkbox"/> Yes <input checked="" 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
25	30

9. Name and Address of Current Registered Agent

**CARSON, DONALD W.
 316 ROYAL POINCIANA PLAZA
 P. O. BOX 1059
 PALM BEACH FL 33480**

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

12. OFFICERS AND DIRECTORS

TITLE	PCEO	<input type="checkbox"/> DELETE
NAME	FANJUL, ALFONSO	
STREET ADDRESS	316 ROYAL POINCIANA PLZ	
CITY-ST-ZIP	PALM BEACH FL	
TITLE	EVC0	<input type="checkbox"/> DELETE
NAME	FANJUL, JOSE F.	
STREET ADDRESS	316 ROYAL POINCIANA PLZ	
CITY-ST-ZIP	PALM BEACH FL	
TITLE	SVAS	<input type="checkbox"/> DELETE
NAME	CARSON, DONALD W.	
STREET ADDRESS	316 ROYAL POINCIANA PLZ	
CITY-ST-ZIP	PALM BEACH FL	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	VALDIVIA, JOSE F., JR.	
STREET ADDRESS	316 ROYAL POINCIANA PLAZ	
CITY-ST-ZIP	PALM BEACH FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	HERNANDEZ, OSCAR R.	
STREET ADDRESS	316 ROYAL POINCIANA PLZ	
CITY-ST-ZIP	PALM BEACH FL	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	BLOMOVIST, ERIK J	
STREET ADDRESS	316 ROYAL POINCIANA PLAZA	
CITY-ST-ZIP	PALM BEACH FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D/C/CEO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	D/VC/P/COO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	D/Exec.V/AS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	D/V/S	<input checked="" 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		

(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 if changed, or on an attachment with an address.

SIGNATURE: Jose F. Valdivia, Jr. **Jose F. Valdivia, Jr., Vice President** **4-4-97** **561-655-6303**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

ATTACHMENT TO
PROFIT
CORPORATION
ANNUAL REPORT
1997

DOCUMENT # 466284 (7)

1. Corporation Name

G.L.C. FARMS, INC.

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

TITLE	Exec. V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Fanjul, Andrés B.	
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	Fernández, Luis J.	
STREET ADDRESS	316 Royal Poinciana Plaza	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	AS/CLO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Klock, Jr., Joseph P.	
STREET ADDRESS	4000 Southeast Financial Center	
CITY-ST-ZIP	Miami, Florida 33131	
TITLE	V/AT	<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	D/Sr. V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Recio, Alberto S.	
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	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	