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Apr 29, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
 1999



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

DOCUMENT # **466284**

1. Corporation Name
G.L.C. FARMS, INC.



Principal Place of Business
**316 ROYAL POINCIANA PLAZA
 PALM BEACH FL 33480**

Mailing Address
**316 ROYAL POINCIANA PLAZA
 PALM BEACH FL 33480**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
12/17/1974

2. Principal Place of Business 21 340 Royal Poinciana Way Suite, Apt. #, etc. 22 Suite 316 City & State 23 Palm Beach, FL Zip 24 33480	2a. Mailing Address 26 340 Royal Poinciana Way Suite, Apt. #, etc. 27 Suite 316 City & State 28 Palm Beach, FL Zip 29 33480	4. FEI Number 59-1569011	Applied For <input type="checkbox"/> 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 owes the current year Intangible Personal Property Tax.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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
Carson, Donald W.
 82 Street Address (P.O. Box Number is Not Acceptable)
340 Royal Poinciana Way
 83 **Suite 316**
 84 City
Palm Beach **FL** 85 Zip Code
33480

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DCEE <input type="checkbox"/> DELETE	1.1 TITLE	D/C/CEO <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FANJUL, ALFONSO	1.2 NAME	340 Royal Poinciana Way
STREET ADDRESS	316 ROYAL POINCIANA PLZ	1.3 STREET ADDRESS	Suite 316 CORRECTION
CITY-ST-ZIP	PALM BEACH FL 33480	1.4 CITY-ST-ZIP	Palm Beach, FL 33480 <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	DVCP <input type="checkbox"/> DELETE	2.1 TITLE	D/VC/P/COO <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FANJUL, JOSE F.	2.2 NAME	340 Royal Poinciana Way
STREET ADDRESS	316 ROYAL POINCIANA PLZ	2.3 STREET ADDRESS	Suite 316 CORRECTION
CITY-ST-ZIP	PALM BEACH FL 33480	2.4 CITY-ST-ZIP	Palm Beach, FL 33480 <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	DEVS <input type="checkbox"/> DELETE	3.1 TITLE	D/Exec.V/AS <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARSON, DONALD W.	3.2 NAME	340 Royal Poinciana Way
STREET ADDRESS	316 ROYAL POINCIANA PLZ	3.3 STREET ADDRESS	Suite 316 CORRECTION
CITY-ST-ZIP	PALM BEACH FL 33480	3.4 CITY-ST-ZIP	Palm Beach, FL 33480 <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	DVS <input type="checkbox"/> DELETE	4.1 TITLE	V/AS <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VALDIMA, JOSE F., JR.	4.2 NAME	340 Royal Poinciana Way
STREET ADDRESS	316 ROYAL POINCIANA PLAZ	4.3 STREET ADDRESS	Suite 316 CORRECTION
CITY-ST-ZIP	PALM BEACH FL 33480	4.4 CITY-ST-ZIP	Palm Beach, FL 33480 <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	340 Royal Poinciana Way
NAME	HERNANDEZ, OSCAR R.	5.2 NAME	Suite 316 CORRECTION
STREET ADDRESS	316 ROYAL POINCIANA PLZ	5.3 STREET ADDRESS	Palm Beach, FL 33480 <input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP	PALM BEACH FL 33480	5.4 CITY-ST-ZIP	
TITLE	VT <input type="checkbox"/> DELETE	6.1 TITLE	340 Royal Poinciana Way
NAME	BLOMQUIST, ERIK J	6.2 NAME	Suite 316 CORRECTION
STREET ADDRESS	316 ROYAL POINCIANA PLAZA	6.3 STREET ADDRESS	Palm Beach, FL 33480 <input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP	PALM BEACH FL 33480	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 195.01(5), 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 is that of the registered agent at 1 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, with all other like empowered.

SIGNATURE: **[Signature]** President **3/29/99** **561-655-6303**

CR2E034 (11/98)

ATTACHMENT TO
 PROFIT
 CORPORATION
 ANNUAL REPORT
 1999

444865-90130-28

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	340 Royal Poinciana Way, Suite 316	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Fernández, Luis J.	
STREET ADDRESS	340 Royal Poinciana Way, Suite 316	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	D/V/S/General Counsel	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Tabernilla, Armando A.	
STREET ADDRESS	340 Royal Poinciana Way, Suite 316	
CITY-ST-ZIP	West Palm Beach, Florida 33480	
TITLE	V/AT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	de la O, Arturo	
STREET ADDRESS	340 Royal Poinciana Way, Suite 316	
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	340 Royal Poinciana Way, Suite 316	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	V/AS/Real Estate Counsel	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Ross, Daniel D., Esq.	
STREET ADDRESS	340 Royal Poinciana Way, Suite 316	
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	340 Royal Poinciana Way, Suite 316	
CITY-ST-ZIP	Palm Beach, Florida 33480	
TITLE	V/AS/Litigation Counsel	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Tarr, William F., Esq.	
STREET ADDRESS	340 Royal Poinciana Way, Suite 316	
CITY-ST-ZIP	Palm Beach, Florida 33480	