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Jan 21 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 542837 (0)
1. Corporation Name
LOCKHART FOODS, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 1280 66TH ST N ST PETERSBURG FL 33710		Mailing Address 1280 66TH ST N ST PETERSBURG FL 33710	
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	Country
24	Country	29	Zip
25	Country	30	Country
9. Name and Address of Current Registered Agent LOCKHART, ANDREW 7604 W HANNA TAMPA FL 33615			
10. Name and Address of New Registered Agent 81 Name ANDREW LOCKHART 82 Street Address (P.O. Box Number is Not Acceptable) 4997 97TH WAY N. 83 ST PETERSBURG 84 City FL 85 Zip Code 33708			

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 LOCKHART ANDREW DV Andrew Lockhart 1-8-98
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	NAME	1.1 TITLE	1.2 NAME
NAME	LOCKHART, DAVID A	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP
STREET ADDRESS	7604 W HANNA	2.1 TITLE	2.2 NAME
CITY - ST - ZIP	TAMPA, FL 00000	2.3 STREET ADDRESS	2.4 CITY - ST - ZIP
TITLE	ST	3.1 TITLE	3.2 NAME
NAME	LOCKHART, IRENE E	3.3 STREET ADDRESS	3.4 CITY - ST - ZIP
STREET ADDRESS	7604 W HANNA	4.1 TITLE	4.2 NAME
CITY - ST - ZIP	TAMPA, FL 00000	4.3 STREET ADDRESS	4.4 CITY - ST - ZIP
TITLE	DV	5.1 TITLE	5.2 NAME
NAME	LOCKHART, ANDREW	5.3 STREET ADDRESS	5.4 CITY - ST - ZIP
STREET ADDRESS	7604 W HANNA	6.1 TITLE	6.2 NAME
CITY - ST - ZIP	TAMPA, FL 00000	6.3 STREET ADDRESS	6.4 CITY - ST - ZIP
TITLE	DVP		
NAME	LOCKHART, CURT T		
STREET ADDRESS	7604 W HANNA		
CITY - ST - ZIP	TAMPA, FL 00000		
TITLE			
NAME			
STREET ADDRESS			
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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Andrew Lockhart 1-8-98 813-344-3827

CR2E034 (10/97)