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Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # F28288

(1)

1. Corporation Name

GRACE KENNEDY (U.S.A.) INC.

Principal Place of Business

4880 SW 152 PLACE
APT H
MIAMI FL 33185
US

Mailing Address

POST OFFICE BOX 65-3838
#210
MIAMI FL 33265-3838
US



3. Date Incorporated or Qualified

04/03/1981

3a. Date of Last Report

03/12/1996

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

22 City & State

24 Zip Country

9. Name and Address of Current Registered Agent

FOWLER, WHITE
100 SE 2ND STREET
17TH FLOOR
MIAMI FL 33131

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

TITLE D
NAME ORANE, DOUGLAS
STREET ADDRESS 84 HARBOUR ST
CITY-ST-ZIP KINGSTON, JAMAICA

TITLE D
NAME MCDONALD, ROBERT
STREET ADDRESS 84 HARBOUR ST
CITY-ST-ZIP KINGSTON, JAMAICA

TITLE CD
NAME BARNES, ANTHONY H
STREET ADDRESS 84 HARBOUR ST.
CITY-ST-ZIP KINGSTON, JAMAICA

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE D.
1.2 NAME RECKORD, DERRICK
1.3 STREET ADDRESS 3714 BIRCHWOOD COURT
1.4 CITY-ST-ZIP NORTH BRUNSWICK, NEW JERSEY 08902

2.1 TITLE D.
2.2 NAME WAHBY, DONALD
2.3 STREET ADDRESS 64 HARBOUR ST.
2.4 CITY-ST-ZIP KINGSTON, JAMAICA

3.1 TITLE P.
3.2 NAME MAHMOOD, JOHN
3.3 STREET ADDRESS 64 HARBOUR ST.
3.4 CITY-ST-ZIP KINGSTON, JAMAICA

4.1 TITLE S
4.2 NAME VAN WHERVIN, ANDREW
4.3 STREET ADDRESS 64 HARBOUR ST.
4.4 CITY-ST-ZIP KINGSTON, JAMAICA

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

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:

Andrew VanWhervin

ANDREW VANWHERVIN

MARCH 1997 477-1998

CR2E034 (9/96)