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**Mar 31 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 # F93000002908 (2)

1. Corporation Name
SUGARLOAF FARMING CORPORATION



Principal Place of Business: **12400 IDA CLAYTON ROAD
CALISTOGA CA 94515**
Mailing Address: **12400 IDA CLAYTON ROAD
CALISTOGA CA 94515-9507**

3. Date Incorporated or Qualified 06/21/1993	3a. Date of Last Report 02/07/1996
4. FEI Number 94-2847796	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 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 Country	28. Zip Country
24. Zip Country	29. Zip Country
25. Country	30. Country

9. Name and Address of Current Registered Agent

**AUSTIN, EDWARD H
1716 MANOR DR.
COCOA FL 32922**

10. Name and Address of New Registered Agent

81. Name	85. Zip Code
82. Street Address (P.O. Box Number is Not Acceptable)	FL
83.	
84. City	

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 requires when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RODDE, SCOTT	1.2 NAME	
STREET ADDRESS	1500 3RD ST., STE. D	1.3 STREET ADDRESS	
CITY - ST - ZIP	NAPA CA 94558	1.4 CITY - ST - ZIP	
TITLE	VP <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VYENIELO, WILLIAM	2.2 NAME	
STREET ADDRESS	5832 LA CUESTA DR.	2.3 STREET ADDRESS	
CITY - ST - ZIP	SANTA ROSA CA 95409	2.4 CITY - ST - ZIP	
TITLE	S <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MEYERS, MICHAEL	3.2 NAME	
STREET ADDRESS	400 SANSOME STREET	3.3 STREET ADDRESS	
CITY - ST - ZIP	SAN FRANCISCO CA	3.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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: *William M. Meyers* DATE: **3/24/99** DAYTIME PHONE #: **707 942-4459**

CR2E034 (9/96)