

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Jun 02 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997	FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	--

DOCUMENT # F94000003107

1. Corporation Name
FARES FARMS, INC.

Principal Place of Business 1415 LOUISIANA SUITE 3000 HOUSTON, TX 77002	Mailing Address 1415 LOUISIANA SUITE 3000 HOUSTON, TX 77002
--	--

3. Date Incorporated or Qualified JUNE 14, 1994	3a. Date of Last Report MAY 1997
---	--

21. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country	2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country
---	---

4. FEI Number 76-0221453	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

THE CORPORATION TRUST COMPANY
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324

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 required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY - ST - ZIP	PRESIDENT, DIRECTOR <input type="checkbox"/> DELETE N.I. FARES 1415 LOUISIANA, SUITE 3000 HOUSTON, TX 77002
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V.P., TREAS., & DIR. <input type="checkbox"/> DELETE G.J. ARMSTRONG 1415 LOUISIANA, SUITE 3000 HOUSTON, TX 77002
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V.P. & ASST. SEC. <input type="checkbox"/> DELETE J.W. HOLCOMB 1415 LOUISIANA, SUITE 3000 HOUSTON, TX 77002
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SECRETARY <input type="checkbox"/> DELETE R.E. BLOHM, JR. 1415 LOUISIANA, SUITE 3000 HOUSTON, TX 77002
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 100002551541 -06/08/98--01088--008 ***150.00
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition CE 6/2

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), 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: Gregory J. Armstrong, Jr Date: 5/10/98 (713) 739-621
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E034 (9/96)