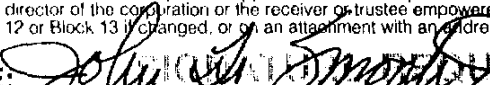


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

May 01 1997 8:00am  
Secretary of State

| PROFIT CORPORATION<br>ANNUAL REPORT<br>1997                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                       | <br>FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>DOCUMENT # G06179 (7)</b><br>1. Corporation Name<br><b>AGRI-DEL, INC.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                       |                                                                                                                                                                                         |  |
| Principal Place of Business<br><b>1025 COUNTY ROAD 17 NORTH<br/>LAKE PLACID FL 33852</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                       | Mailing Address<br><b>1025 COUNTY ROAD 17 NORTH<br/>LAKE PLACID FL 33852-5629</b>                                                                                                       |  |
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip<br>24 Country                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                       | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip<br>29 Country                                                                                                |  |
| 3. Date Incorporated or Qualified<br><b>10/27/1982</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                       | 3a. Date of Last Report<br><b>04/02/1996</b>                                                                                                                                            |  |
| 4. FEI Number<br><b>59-2228065</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                       | Applied For<br>Not Applicable                                                                                                                                                           |  |
| 5. Certificate of Status Desired <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                       | \$8.75 Additional Fee Required                                                                                                                                                          |  |
| 6. Election Campaign Financing<br>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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                       |                                                                                                                                                                                         |  |
| 9. Name and Address of Current Registered Agent<br><b>SMOAK, JOHN F., JR.<br/>1025 COUNTY ROAD 17 NORTH<br/>LAKE PLACID FL 33852</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                       | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City<br>85 Zip Code<br><b>FL</b>                           |  |
| 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 reappointing) DATE _____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                       |                                                                                                                                                                                         |  |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                       |                                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | DP                    | <input type="checkbox"/> DELETE                                                                                                                                                         |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | SMOAK, JOHN F JR      |                                                                                                                                                                                         |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 1025 COUNTY RD 17 N   |                                                                                                                                                                                         |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | LAKE PLACID FL        |                                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | VSD                   | <input type="checkbox"/> DELETE                                                                                                                                                         |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | SMOAK, EDWARD L       |                                                                                                                                                                                         |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 1025 COUNTY RD. 17 N. |                                                                                                                                                                                         |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | LAKE PLACID FL        |                                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | AS                    | <input type="checkbox"/> DELETE                                                                                                                                                         |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | EURES, LEIGH S.       |                                                                                                                                                                                         |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 1025 COUNTY RD. 17 N. |                                                                                                                                                                                         |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | LAKE PLACID FL        |                                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | AVD                   | <input type="checkbox"/> DELETE                                                                                                                                                         |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | SMOAK, JOHN F. III    |                                                                                                                                                                                         |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 1025 COUNTY RD 17 N.  |                                                                                                                                                                                         |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | LAKE PLACID FL        |                                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | AVD                   | <input type="checkbox"/> DELETE                                                                                                                                                         |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | SMOAK, EDWARD L. JR   |                                                                                                                                                                                         |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 1025 COUNTY RD 17 N.  |                                                                                                                                                                                         |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | LAKE PLACID FL        |                                                                                                                                                                                         |  |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                       | <input type="checkbox"/> DELETE                                                                                                                                                         |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                       |                                                                                                                                                                                         |  |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                       |                                                                                                                                                                                         |  |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                       |                                                                                                                                                                                         |  |
| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                       |                                                                                                                                                                                         |  |
| 1.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                                       |  |
| 1.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                       |                                                                                                                                                                                         |  |
| 1.3 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                       |                                                                                                                                                                                         |  |
| 1.4 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                       |                                                                                                                                                                                         |  |
| 2.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | VSTD                  | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                            |  |
| 2.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                       |                                                                                                                                                                                         |  |
| 2.3 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                       |                                                                                                                                                                                         |  |
| 2.4 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                       |                                                                                                                                                                                         |  |
| 3.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                                       |  |
| 3.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                       |                                                                                                                                                                                         |  |
| 3.3 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                       |                                                                                                                                                                                         |  |
| 3.4 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                       |                                                                                                                                                                                         |  |
| 4.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                                       |  |
| 4.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                       |                                                                                                                                                                                         |  |
| 4.3 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                       |                                                                                                                                                                                         |  |
| 4.4 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                       |                                                                                                                                                                                         |  |
| 5.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                                       |  |
| 5.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                       |                                                                                                                                                                                         |  |
| 5.3 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                       |                                                                                                                                                                                         |  |
| 5.4 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                       |                                                                                                                                                                                         |  |
| 6.1 TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                       | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                                       |  |
| 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:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                       | John F. Smoak, Jr. 4/24/97 941-465-2561                                                                                                                                                 |  |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                       | Date Daytime Phone #                                                                                                                                                                    |  |

CR2E034 (9/96)