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FILED
Apr 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # H20589 (8)

1. Corporation Name
FOSTER FARMS, INC.



Principal Place of Business 33285 US 441 N. OKEECHOBEE FL 34972	Mailing Address 33285 US 441 N. OKEECHOBEE FL 34972
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/12/1984	
21 Suite, Apt. #, etc.	22 City & State	23 Zip	24 Country	26 Suite, Apt. #, etc.	27 City & State
25 Zip	26 Country	29 Zip	30 Country	4. FEI Number 59-2446093	Applied For Not Applicable
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

**DOVER, WILLARD D.
 BROWARD FINANCIAL CENTRE
 500 E BROWARD BLVD 7TH FLOOR
 FORT LAUDERDALE FL 33394**

81 Name	82 Street Address (P.O. Box Number is Not Acceptable)	83	84 City	85 Zip Code
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP FOSTER, KEVIN	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	2201 SW 28TH STREET	1.2 NAME	
STREET ADDRESS	OKEECHOBEE FL	1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	DT WALKER, ROBERT A.	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	32801 NORTH US 441	2.2 NAME	
STREET ADDRESS	OKEECHOBEE FL	2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		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		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		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 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: _____ **4/7/98** **941-763-1656**

CFR2E034 (10/97)