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FILED
Jan 22 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # K04385 (6)
1. Corporation Name
VAR-GAL TREE FARM, INC.



DO NOT WRITE IN THIS SPACE

| | | | |
|---|---------------------|--|---------------------|
| Principal Place of Business C/O WILLIAM M. BARR 170 E. GRANADA BLVD. ORMOND BEACH FL 32176-6665 US | | Mailing Address C/O BARR, WILLIAM, M. 170 E. GRANADA BLVD. ORMOND BEACH FL 32176-6665 US | |
| 2. Principal Place of Business | | 2a. Mailing Address | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. |
| 22 | City & State | 27 | City & State |
| 23 | Zip | 28 | Country |
| 24 | Country | 29 | Zip |
| 25 | | 30 | |
| g. Name and Address of Current Registered Agent BARR, WILLIAM M 170 E. GRANADA BLVD. ORMOND BEACH FL 32176 | | 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's signature required when reinstating)

DATE

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|--|---|---|
| TITLE | D | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | VARNEY, MADELINE R | 1.2 NAME | |
| STREET ADDRESS | 2756 NORTH GREEN VALLEY PKY, SUITE 403 | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | HENDERSON NV | 1.4 CITY-ST-ZIP | 89014 |
| TITLE | D | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | GALLAGHER, JOSEPH P. | 2.2 NAME | |
| STREET ADDRESS | 45 LAKEBRIDGE DRIVE SOUTH | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | KINGS PARK NY | 2.4 CITY-ST-ZIP | 11754 |
| TITLE | D | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | GALLAGHER, RICHARD | 3.2 NAME | |
| STREET ADDRESS | 5 MOUNT PYRAMID CT. | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | FARMINGVILLE NY | 3.4 CITY-ST-ZIP | 11738 |
| TITLE | D | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | BOOKER, PATRICIA G. | 4.2 NAME | |
| STREET ADDRESS | 3757 S ATLANTIC AVE., #1005 | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | DAYTONA BCH SHORES FL | 4.4 CITY-ST-ZIP | 32127 |
| TITLE | D | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | ANASTASI, BARBARA G. | 5.2 NAME | |
| STREET ADDRESS | 9214 MCDAVID COURT | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | WINDEMERE FL | 5.4 CITY-ST-ZIP | 34786 |
| 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

[Signature] 1/14/98

(904) 673-4200

CR2E034 (10/97)