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04-23-1999 90056 039 ***150.00

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PROFIT CORPORATION
 ANNUAL REPORT
 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **K99724**

1. Corporation Name
FLYING W. FARMS, INC.

Principal Place of Business

C/O JOHN W. WHITE
 513 COLONIAL DR
 BROOKSVILLE FL 34601

Mailing Address

C/O JOHN W. WHITE
 513 COLONIAL DR
 BROOKSVILLE FL 34601

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

07/05/1989

4. FEI Number

26-7426334

Applied For
 Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

30

9. Name and Address of Current Registered Agent

**WHITE, JOHN W.
 513 COLONIAL DRIVE
 BROOKSVILLE FL 34601**

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 signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE **D** DELETE

NAME **WHITE, JOHN W.**
 STREET ADDRESS **513 COLONIAL DR**
 CITY-ST-ZIP **BROOKSVILLE FL**

TITLE **D** DELETE

NAME **WHITE, MARGARET R.**
 STREET ADDRESS **513 COLONIAL DR**
 CITY-ST-ZIP **BROOKSVILLE FL**

TITLE **D** DELETE

NAME **SCHMIDT, NANCY E**
 STREET ADDRESS **2728 HORSESHOE DR**
 CITY-ST-ZIP **PLANT CITY FL**

TITLE DELETE

NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE

NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE

NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE Change Addition

6.2 NAME

6.3 STREET ADDRESS

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)(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, with all other like empowered.

SIGNATURE:

John W. White
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/16/99
 Date

352 796-4972
 Daytime Phone #

CR2E034 (1/98)