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APPROVED AND FILED

95 MAY -1 AM 10:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CORPORATION
ANNUAL REPORT
1995**



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

DOCUMENT # L17660 (6)
1. Corporation Name
CHESTNUT HILL ORCHARDS, INC.

Principal Place of Business Mailing Address
**% BRUCE BRASHEAR
RTE 1 BOX 341
ALACHUA FL 32615**

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified **09/19/1989** 3a. Date of Last Report **08/05/1994**

2. Principal Place of Business 2a. Mailing Address
21 26
Suite, Apt. #, etc. Suite, Apt. #, etc.
22 27
City & State City & State
23 28
Zip Country Zip Country
24 25 29 30

4. FEI Number **59-2969511** 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 has liability for intangible tax under § 199.037, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
**WALLACE, ROBERT D.
RTE 1 BOX 341
ALACHUA FL 32615**

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 _____ DATE _____
Signature, typed or printed name of registered agent and fee if applicable. (NOTE: Registered Agent signature required when reappointing)

12. OFFICERS AND DIRECTORS

TITLE	D
NAME	WALLACE, ROBERT D.
STREET ADDRESS	RT. 1, BOX 341
CITY - ST - ZIP	ALACHUA FL
TITLE	D
NAME	QUEEN, RICK
STREET ADDRESS	3300 BEE CAVE RD #650
CITY - ST - ZIP	AUSTIN TX
TITLE	D
NAME	BURNETT, MICHAEL
STREET ADDRESS	532 SE 69TH AVE.
CITY - ST - ZIP	PORTLAND OR
TITLE	D
NAME	KELLEY, MICHAEL
STREET ADDRESS	3300 BEE CAVE RD. #650
CITY - ST - ZIP	AUSTIN TX
TITLE	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	
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	<input 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 is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(a), 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: Michael M. Kelley MICHAEL M. KELLEY DIRECTOR 3/29/95
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

512-477-3020