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May 15 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # L39008 (2)

1. Corporation Name  
LYKES BROS. FEED YARD, INC.

Principal Place of Business P.O. BOX 12189 815 BELKNAP AT WOODLAWN SAN ANTONIO TX 78217 US	Mailing Address % NATHAN B. SIMPSON 111 E MADISON ST TAMPA FL 33602-4719
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 12/27/1989	3a. Date of Last Report 04/29/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 58-1870522	Applied For Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	29. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

SIMPSON, NATHAN B.  
111 E MADISON ST  
TAMPA FL 33602

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

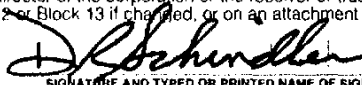
(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCD RANKIN, TOM L. 111 E MADISON ST TAMPA FL	1.1 TITLE	See Attached for Additions/Changes
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	VP BIRGE, JOE 111 E. MADISON STREET TAMPA FL	2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	S SCHINDLER, DAVID R. 111 E MADISON ST TAMPA FL	3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	CFO BAILEY, B. T. 111 E MADISON ST TAMPA FL	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	D LYKES, III J 111 E MADISON ST TAMPA FL	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	EVP HAMILTON, PAT R 815 EAST BELKNAP AT WOODLAWN SAN ANTONIO TX	6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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:

 D.R. Schindler

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

813/423-3981

Daytime Phone

CR2E034 (9/96)

**LYKES BROS. FEED YARD, INC.**

P.O. Box 12199  
San Antonio, TX 78212

Federal Identification No.  
58-1870522

615 East Belknap at Woodlawn  
San Antonio, TX 78212

Date of Incorporation  
December 27, 1989

Document No. L 39008

Incorporated State of Florida

Telephone No. 210/735-7761  
Fax No. 210/735-7033

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TITLE	NAME	STREET ADDRESS	CITY/STATE/ZIP
Chairman of the Board	John A. Brabson, Jr.	111 E. Madison Street	Tampa, FL 33602
President and Chief Executive Officer	M. Lenny Pippin	111 E. Madison Street	Tampa, FL 33602
Treasurer	Kimberly Johnson	111 E. Madison Street	Tampa, FL 33602
Secretary	D. R. Schindler	111 E. Madison Street	Tampa, FL 33602
<b>Directors</b>	John A. Brabson, Jr.	111 E. Madison Street	Tampa, FL 33602
	Michael L. Carrere	111 E. Madison Street	Tampa, FL 33602
	J. T. Lykes, III	111 E. Madison Street	Tampa, FL 33602
	M. Lenny Pippin	111 E. Madison Street	Tampa, FL 33602