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Apr 24 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 # L39008 (2)
1. Corporation Name
LYKES BROS. FEED YARD, INC.

Principal Place of Business
P.O. BOX 12199
615 BELKNAP AT WOODLAWN
SAN ANTONIO TX 78217
US

Mailing Address
% NATHAN B. SIMPSON
111 E MADISON ST
TAMPA FL 33602



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/27/1989	
21	Suite, Apt. #, etc.	26	400 N. Tampa St.	4. FEI Number 58-1870522	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	Tampa FL	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	33602	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" 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	Elizabeth A. Waters	
82	Street Address (P.O. Box Number is Not Acceptable)	400 N. Tampa St.	
83			
84	City	Tampa	FL
85	Zip Code	33602	

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: Elizabeth A. Waters, V.P. and Secretary 4/12/98
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C	1.1 TITLE	See Attached for Changes/Additions
NAME	BRABSON, JOHN A. J	1.2 NAME	
STREET ADDRESS	111 E MADISON ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	
NAME	BIRGE, JOE	2.2 NAME	
STREET ADDRESS	111 E MADISON STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL	2.4 CITY-ST-ZIP	
TITLE	S	3.1 TITLE	
NAME	SCHINDLER, DAVID R.	3.2 NAME	
STREET ADDRESS	111 E MADISON ST	3.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL	3.4 CITY-ST-ZIP	
TITLE	PCEO	4.1 TITLE	
NAME	PIPPIN, LENNY M.	4.2 NAME	
STREET ADDRESS	111 E MADISON ST	4.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	LYKES, IN J	5.2 NAME	
STREET ADDRESS	111 E MADISON ST	5.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL	5.4 CITY-ST-ZIP	
TITLE	EVP	6.1 TITLE	
NAME	HAMILTON, PAT R	6.2 NAME	
STREET ADDRESS	615 EAST BELKNAP AT WOODLAWN-	6.3 STREET ADDRESS	
CITY-ST-ZIP	SAN ANTONIO TX-	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: K.S. Johnson K.S. Johnson, Treasurer 4/12/98 813/223-3981

CR2034 (10/97)

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

TITLE	NAME	STREET ADDRESS	CITY/STATE/ZIP
Chief Executive Officer	M. Lenny Pippin	400 N. Tampa Street	Tampa, FL 33602
President and Chief Operating Officer	Pat R. Hamilton	400 N. Tampa Street	Tampa, FL 33602
Vice President (Finance and Administration)	Joe Birge	400 N. Tampa Street	Tampa, FL 33602
Treasurer	Kimberly Johnson	400 N. Tampa Street	Tampa, FL 33602
Vice President and Secretary	Elizabeth A. Waters	400 N. Tampa Street	Tampa, FL 33602
Vice President and Chief Financial Officer	Harry G. Leonardi	400 N. Tampa Street	Tampa, FL 33602
Directors	John A. Brabson, Jr.	400 N. Tampa Street	Tampa, FL 33602
	M. Lenny Pippin	400 N. Tampa Street	Tampa, FL 33602