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Feb 18 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # N96000001687 (0)

1. Corporation Name
GOOSE POND AG, INC.



Principal Place of Business: 1801 HERMITAGE BLVD., SUITE 600 TALLAHASSEE FL 32308
Mailing Address: 1801 HERMITAGE BLVD., SUITE 600 TALLAHASSEE FL 32308-7703

3. Date incorporated or Qualified: 03/25/1996
3a. Date of Last Report

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields with sub-headers for Suite, City & State, Zip, and Country.
4. FEI Number: 59-3414409
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes [], No [X]

9. Name and Address of Current Registered Agent
SCHOW, HORACE II
1801 HERMITAGE BLVD., SUITE 600
TALLAHASSEE FL 32308

10. Name and Address of New Registered Agent
81 Name: David E. Todd
82 Street Address (P.O. Box Number is Not Acceptable): 1801 Hermitage Blvd., Suite 100
84 City: Tallahassee, FL
85 Zip Code: 32308

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.
SIGNATURE: *David E. Todd*
David E. Todd
DATE: 1-21-97

12. OFFICERS AND DIRECTORS
TITLE: D
NAME: BENNETT, DOUGLAS W
STREET ADDRESS: 1801 HERMITAGE BLVD., SUITE 600
CITY-ST-ZIP: TALLAHASSEE FL 32308
[] DELETE
TITLE: D
NAME: HORTON, JAMES W
STREET ADDRESS: 1801 HERMITAGE BLVD., SUITE 600
CITY-ST-ZIP: TALLAHASSEE FL 32308
[] DELETE
TITLE: D
NAME: HORTON, JAMES W
STREET ADDRESS: 1801 HERMITAGE BLVD., SUITE 600
CITY-ST-ZIP: TALLAHASSEE FL 32308
[X] DELETE
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 [X] Addition
3.2 NAME: Todd A. Miller
3.3 STREET ADDRESS: 1801 Hermitage Blvd., Suite 100
3.4 CITY-ST-ZIP: Tallahassee, FL 32308
4.1 TITLE: [] Change [X] Addition
4.2 NAME: Jeffrey A. Conrad
4.3 STREET ADDRESS: 99 High Street, 26th Floor
4.4 CITY-ST-ZIP: Boston, MA 02110-2320
5.1 TITLE: [] Change [X] Addition
5.2 NAME: James W. McBride
5.3 STREET ADDRESS: 99 High Street, 26th Floor
5.4 CITY-ST-ZIP: Boston, MA 02110-2320
6.1 TITLE: [] Change [X] Addition
6.2 NAME: S/T
6.3 STREET ADDRESS: Frederick B. Horgan
6.4 CITY-ST-ZIP: 99 High Street, 26th Floor

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 617.0503, 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Douglas W. Bennett*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: Douglas W. Bennett
DATE: 2/12/97

CP2E037 (9/96)