

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Jan 24 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 # P26036 1. Corporation Name GOODNESS GARDENS INC.	(4)
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Principal Place of Business JOURNEY'S END ROAD CROTON-ON-HUDSON NY 10520	Mailing Address JOURNEY'S END ROAD CROTON-ON-HUDSON NY 10520
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 09/14/1989	3a. Date of Last Report 01/29/1996
4. FEI Number 13-3529257	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent UNITED CORPORATE SERVICES, INC. 801 NORTHEAST 167TH STREET, SUITE 305 NORTH MIAMI BEACH FL 33162	
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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 title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS	
TITLE	<input type="checkbox"/> DELETE
NAME	CD ROSENTHAL, EDWARD J.
STREET ADDRESS	JOURNEY'S END ROAD
CITY - ST - ZIP	CROTON-ON-HUDSON NY
TITLE	<input type="checkbox"/> DELETE
NAME	PD MURPHY, BRIAN
STREET ADDRESS	JOURNEY'S END ROAD
CITY - ST - ZIP	CROTON-ON-HUDSON NY
TITLE	<input type="checkbox"/> DELETE
NAME	VD CIOTOLI-MURPHY, LORETTA
STREET ADDRESS	JOURNEY'S END ROAD
CITY - ST - ZIP	CROTON-ON-HUDSON NY
TITLE	<input type="checkbox"/> DELETE
NAME	ST HIMMELSTEIN, LAURA
STREET ADDRESS	JOURNEY'S END ROAD
CITY - ST - ZIP	CROTON-ON-HUDSON NY
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
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 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: _____ DATE: **1/10/97**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

(914) 271-2326
Daytime Phone *

CR2E034 (9/96)