

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

FILED
Feb 23, 1999 8:00 am
Secretary of State

02-23-1999 90048 030 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P26036

1. Corporation Name
GOODNESS GARDENS INC.



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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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 1250 Journey's End Road
22 City & State	27 Croton-on-Hudson, NY
23 Zip Country	28 10520 USA

3. Date Incorporated or Qualified 09/14/1989	
4. FEI Number 13-3529257	Applied For <input type="checkbox"/> 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 owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
UNITED CORPORATE SERVICES, INC. 801 NORTHEAST 167TH STREET, SUITE 305 NORTH MIAMI BEACH FL 33162	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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROSENTHAL, EDWARD J.	1.2 NAME	
STREET ADDRESS	JOURNEY'S END ROAD	1.3 STREET ADDRESS	1300 Journey's End Road
CITY-ST-ZIP	CROTON-ON-HUDSON NY	1.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MURPHY, BRIAN	2.2 NAME	
STREET ADDRESS	JOURNEY'S END ROAD	2.3 STREET ADDRESS	1290 Journey's End Road
CITY-ST-ZIP	CROTON-ON-HUDSON NY	2.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HENSHAW, DAVID	3.2 NAME	
STREET ADDRESS	JOURNEYS END RD	3.3 STREET ADDRESS	1280 Journey's End Road
CITY-ST-ZIP	CROTON ON HUDSON NY 10520	3.4 CITY-ST-ZIP	
TITLE	ST <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HIMMELSTEIN, LAURA	4.2 NAME	
STREET ADDRESS	JOURNEY'S END ROAD	4.3 STREET ADDRESS	1350 Journey's End Road
CITY-ST-ZIP	CROTON-ON-HUDSON NY	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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, with all other like empowered.

SIGNATURE:

SIGNATURE REQUIRED
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/7/99 (914) 271-2326
 Date Daytime Phone #

CR2E034 (11/98)