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May 01 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P92000001362 (2)

1. Corporation Name

CARTER'S FRUIT, INC.



Principal Place of Business
3400 STATE RD. 17 N.
NORTH SEBRING FL 33870
US

Mailing Address
1610 STATE RD 17
NORTH SEBRING FL 33870-2642

3. Date Incorporated or Qualified
10/28/1992

3a. Date of Last Report
05/01/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number 65-0408241	Applied For Not Applicable
21	26	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
Suite, Apt. #, etc.	Suite, Apt. #, etc.	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
22	27	7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
City & State	City & State		
23	28		
Zip	Country		
24	25		
	29		
	30		

9. Name and Address of Current Registered Agent

CARTER, L D
1610 STATE RD 17 NORTH
SEBRING FL 33870

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARTER, L D	1.2 NAME	
STREET ADDRESS	1610 STATE ROAD 17 NO	1.3 STREET ADDRESS	
CITY-ST-ZIP	SEBRING FL 33870	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARTER, MARTHA S	2.2 NAME	
STREET ADDRESS	1610 STATE ROAD 17 NO	2.3 STREET ADDRESS	
CITY-ST-ZIP	SEBRING FL 33870	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ORPURT, REX L	3.2 NAME	
STREET ADDRESS	217 PARADO CIRCLE	3.3 STREET ADDRESS	
CITY-ST-ZIP	SEBRING FL 33870	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		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 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: Martha S. Carter 4-24-97 941 385 5626
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CP2E034 (9/96)