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FILED
Mar 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 # P93000005628 (1)
 1. Corporation Name
NORTHAMPTON FARMS, INC.



Principal Place of Business 2771 LUST RD. STE. 2 APOPKA FL 37203 US	Mailing Address 2771 LUST RD. STE. 2 APOPKA FL 37203 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 27927 Tammi Dr Suite, Apt. #, etc. 22 City & State 23 Tavares, FL Zip 24 32778	2a. Mailing Address 26 27927 Tammi Dr Suite, Apt. #, etc. 27 City & State 28 Tavares, FL Zip 29 32778	Country 25 USA	Country 30 USA
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3. Date Incorporated or Qualified 01/19/1993	4. FEI Number 59-3184896	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 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
**LONG, BERRY
 2271 LUST RD
 SUITE 2
 APOPKA FL 32703**

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

TITLE NAME STREET ADDRESS CITY-ST-ZIP	DPST LONG, BERRY 2771 LUST RD., STE. 2 APOPKA FL	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D LONG, WILLIAM D 2771 LUST RD., STE. 2 APOPKA FL	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	DPST LONG, BERRY 27927 TAMMI DR TAVARES, FL 32778	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	D LONG, WILLIAM D 2860 NEIL ROAD APOPKA, FL 32703	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: *Sandra B. Mortham* *sls/ks* *407-257-7807*

CR2E034 (10/97)