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FILED
May 16 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P95000018190 (5)

1. Corporation Name

WILLIAMS-POWELL FARM, INC.

Principal Place of Business

4646 ALGONQUIN AVENUE
JACKSONVILLE FL 32210

Mailing Address

4646 ALGONQUIN AVENUE
JACKSONVILLE FL 32210-7604



| | | | | | |
|--------------------------------|---------------------|---------------------|---------------------|--|---------------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 03/03/1995 | 3a. Date of Last Report 03/26/1996 |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. | 4. FEI Number 59-3313444 | Applied For Not Applicable |
| 22 | City & State | 27 | City & State | 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| 23 | Zip | 28 | Country | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 24 | Country | 29 | Country | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No | |

9. Name and Address of Current Registered Agent

YONG, FRANK J
225 WATER ST.
SUITE 1235
JACKSONVILLE FL 32202

10. Name and Address of New Registered Agent

| | |
|----|--|
| 81 | Name |
| 82 | Street Address (P.O. Box Number is Not Acceptable) |
| 83 | |
| 84 | City |
| 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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|---------------------------|---|---|
| TITLE | D | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | CASSIDY, CAROL T | 1.2 NAME | |
| STREET ADDRESS | 4646 ALGONQUIN AVE. | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | JACKSONVILLE FL 32210 | 1.4 CITY-ST-ZIP | |
| TITLE | D | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | JOHNSON, DANIEL C | 2.2 NAME | |
| STREET ADDRESS | 6247 HWY. 83 | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | DEERUNAK SPRINGS FL 32433 | 2.4 CITY-ST-ZIP | |
| TITLE | D | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | TUTEN, GWENDOLYN P | 3.2 NAME | |
| STREET ADDRESS | RT. 4 BOX 28 | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | JASPER FL 32052 | 3.4 CITY-ST-ZIP | |
| TITLE | | 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 | | 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 | | 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:

Carol T Cassidy

4-17-97 904 389-2490

CR2E034 (9/96)