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Feb 22, 1999 8:00 am
Secretary of State

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PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P97000085727

1. Corporation Name
B & E CITRUS, INC.



Principal Place of Business
255 S. ORANGE AVE., STE. 800
CITRUS CENTER
ORLANDO FL 32801

Mailing Address
255 S. ORANGE AVE., STE. 800
CITRUS CENTER
ORLANDO FL 32801

DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|---------------------|---------------------|---------------------|--|--------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 10/01/1997 | |
| 21 | Suite, Apt. #, etc. | 26 | Suite, Apt. #, etc. | 4. FEI Number 59-3477703 | 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 | Zip | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 24 | Country | 29 | Country | 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

BARNES, WILLIAM N
255 S. ORANGE AVE., STE. 800
CITRUS CENTER
ORLANDO FL 32801

10. Name and Address of New Registered Agent

81 Name TED B. Edwards 800
82 Street Address (P.O. Box Number is Not Acceptable)
255 S. Orange Ave, Ste 800
83 Citrus Center
84 City Orlando FL 85 Zip Code 32801

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

11/6/99

12. OFFICERS AND DIRECTORS

| | | |
|----------------|----------------------|---------------------------------|
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | EDWARDS, TED B | |
| STREET ADDRESS | 1385 RICHMOND RD. | |
| CITY-ST-ZIP | WINTER PARK FL 32789 | |
| TITLE | D | <input type="checkbox"/> DELETE |
| NAME | BARNES, WILLIAM N | |
| STREET ADDRESS | 3028 SHERWOOD RD. | |
| CITY-ST-ZIP | ORLANDO FL 32812 | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |
| 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 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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

11/6/99

CR2E034 (11/98)

0090667