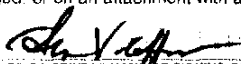


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED  
Apr 30 1997 8:00am  
Secretary of State

| PROFIT CORPORATION ANNUAL REPORT 1997                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |  |                                                                          | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS                                                                                                                                                                                                                                                                                                                                                              |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>DOCUMENT # S02888 (3)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |                                                                                   |                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |
| 1. Corporation Name<br><b>SOUTHERN GARDENS CITRUS PROCESSING CORPORATION</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |                                                                                   |                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |
| Principal Place of Business<br><b>PO BOX 1207<br/>CLEWISTON FL 33440<br/>US</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |                                                                                   | Mailing Address<br><b>PO BOX 1207<br/>CLEWISTON FL 33440-1207<br/>US</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |
| 2. Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  | 2a. Mailing Address                                                               |                                                                          | 3. Date Incorporated or Qualified<br><b>09/28/1990</b>                                                                                                                                                                                                                                                                                                                                                                                                          |  |
| 21 Suite, Apt. #, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 26 Suite, Apt. #, etc.                                                            |                                                                          | 3a. Date of Last Report<br><b>05/01/1996</b>                                                                                                                                                                                                                                                                                                                                                                                                                    |  |
| 22 City & State                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  | 27 City & State                                                                   |                                                                          | 4. FEI Number<br><b>65-0316459</b>                                                                                                                                                                                                                                                                                                                                                                                                                              |  |
| 23 Zip                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | 28 Zip                                                                            |                                                                          | Applied For<br>Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |
| 24 Country                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  | 29 Country                                                                        |                                                                          | 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>                                                                                                                                                                                                                                                                                                                                                                 |  |
| 25                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  | 30                                                                                |                                                                          | 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>                                                                                                                                                                                                                                                                                                                                           |  |
| 8. Name and Address of Current Registered Agent<br><b>COFFMAN, STEPHEN V<br/>111 PONCE DE LEON AVENUE<br/>CLEWISTON FL 33440</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |                                                                                   |                                                                          | 9. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                |  |
| 10. Name and Address of New Registered Agent                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |  |                                                                                   |                                                                          | 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. |  |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  |                                                                                   |                                                                          | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                                                                                                                                                                                                                                                                                                           |  |
| 12.1 TITLE <input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  |                                                                                   |                                                                          | 13.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                                                                                                                                                                                                                                                                                                    |  |
| 12.2 NAME <b>PD FAIRBANKS, J. NELSON</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |                                                                                   |                                                                          | 13.2 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |
| 12.3 STREET ADDRESS <b>111 PONCE DE LEON AVE.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |                                                                                   |                                                                          | 13.3 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                             |  |
| 12.4 CITY-ST-ZIP <b>CLEWISTON FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |                                                                                   |                                                                          | 13.4 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |
| 12.5 TITLE <input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  |                                                                                   |                                                                          | 13.5 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                                                                                                                                                                                                                                                                                                    |  |
| 12.6 NAME <b>S BUKER, JR., ROBERT H.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |                                                                                   |                                                                          | 13.6 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |
| 12.7 STREET ADDRESS <b>111 PONCE DE LEON AVE.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |                                                                                   |                                                                          | 13.7 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                             |  |
| 12.8 CITY-ST-ZIP <b>CLEWISTON FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |                                                                                   |                                                                          | 13.8 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |
| 12.9 TITLE <input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  |                                                                                   |                                                                          | 13.9 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                                                                                                                                                                                                                                                                                                    |  |
| 12.10 NAME <b>V GRACE, JERRY W</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  |                                                                                   |                                                                          | 13.10 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |
| 12.11 STREET ADDRESS <b>111 PONCE DE LEON AVE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |                                                                                   |                                                                          | 13.11 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |
| 12.12 CITY-ST-ZIP <b>CLEWISTON FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |                                                                                   |                                                                          | 13.12 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |
| 12.13 TITLE <input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                                                                   |                                                                          | 13.13 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                                                                                                                                                                                                                                                                                                   |  |
| 12.14 NAME <b>V WADE, JR M</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |                                                                                   |                                                                          | 13.14 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |
| 12.15 STREET ADDRESS <b>111 PONCE DE LEON AVE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |                                                                                   |                                                                          | 13.15 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |
| 12.16 CITY-ST-ZIP <b>CLEWISTON FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |                                                                                   |                                                                          | 13.16 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |
| 12.17 TITLE <input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                                                                   |                                                                          | 13.17 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                                                                                                                                                                                                                                                                                                   |  |
| 12.18 NAME <b>TAS COFFMAN, STEPHEN V</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |                                                                                   |                                                                          | 13.18 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |
| 12.19 STREET ADDRESS <b>111 PONCE DE LEON AVE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |                                                                                   |                                                                          | 13.19 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |
| 12.20 CITY-ST-ZIP <b>CLEWISTON FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |                                                                                   |                                                                          | 13.20 CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |
| 12.21 TITLE <input type="checkbox"/> DELETE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                                                                   |                                                                          | 13.21 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition                                                                                                                                                                                                                                                                                                                                                                                   |  |
| 12.22 NAME <b>CAST WINE, ELLEN H</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  |                                                                                   |                                                                          | 13.22 NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |
| 12.23 STREET ADDRESS <b>111 PONCE DE LEON AVE</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  |                                                                                   |                                                                          | 13.23 STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                            |  |
| 12.24 CITY-ST-ZIP <b>CLEWISTON FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |                                                                                   |                                                                          | 13.24 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:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |                                                                                   |                                                                          | Treasurer <b>Stephen V. Coffman</b>                                                                                                                                                                                                                                                                                                                                                                                                                             |  |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  |                                                                                   |                                                                          | Date <b>4/21/97</b> Daytime Phone # <b>941 983-8121</b>                                                                                                                                                                                                                                                                                                                                                                                                         |  |



CR2E034 (9/96)