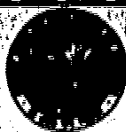


**CORPORATION  
ANNUAL REPORT  
1995**



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

**NOTED  
AND  
FILED**

95 MAY -1 AM 8:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DOCUMENT # U00015 (1)**

1. Corporation Name

**RIVER GEM GROWERS COOPERATIVE, INC.**

DO NOT WRITE IN THIS SPACE

|                                                                                                                                                             |                                                        |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| 3. Date Incorporated or Qualified<br><b>05/30/1986</b>                                                                                                      | 3a. Date of Last Report<br><b>02/15/1994</b>           |
| 4. FEI Number<br><b>59-2926919</b>                                                                                                                          | Applied For<br><input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired<br><input type="checkbox"/>                                                                                                | <b>\$0.75</b> Additional Fee Required                  |
| 6. Election Campaign Financing Trust Fund Contribution<br><input type="checkbox"/>                                                                          | <b>\$5.00</b> May Be Added to Fees                     |
| 7. Nonprofit with IRS 501(c)(3) Tax Exempt Status<br><input type="checkbox"/>                                                                               | <b>\$68.75</b> Supplemental Fee Not Required           |
| 8. This corporation has liability for intangible tax under s. 194.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |                                                        |

|                                                                   |                         |                                                                   |  |
|-------------------------------------------------------------------|-------------------------|-------------------------------------------------------------------|--|
| Principal Place of Business                                       |                         | Mailing Address                                                   |  |
| 39017 GOLDEN GEM DRIVE<br>P.O. DRAWER 9<br>UMATILLA FL 32784-9658 |                         | 39017 GOLDEN GEM DRIVE<br>P.O. DRAWER 9<br>UMATILLA FL 32784-9658 |  |
| 2. Principal Place of Business                                    | 2a. Mailing Address     |                                                                   |  |
| 21. Suite, Apt. #, etc.                                           | 26. Suite, Apt. #, etc. |                                                                   |  |
| 22. City & State                                                  | 27. City & State        |                                                                   |  |
| 23. Zip                                                           | 28. Zip                 |                                                                   |  |
| 24. Country                                                       | 29. Country             |                                                                   |  |
| 25. Country                                                       | 30. Country             |                                                                   |  |

9. Name and Address of Current Registered Agent

**CONANT, PHILIP D.  
39017 GOLDEN GEM DRIVE  
UMATILLA FL 32784**

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 **FL**

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 then "I,")

(NOTE: Registered Agent signature required when registering)

(Date)

| 12. OFFICERS AND DIRECTORS |                     | 13. ADDITIONS, CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                                  |
|----------------------------|---------------------|--------------------------------------------------------|----------------------------------------------------------------------------------|
| TITLE                      | AT                  | 1.1 TITLE                                              | SAT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | CONANT, PHILIP D.   | 1.2 NAME                                               |                                                                                  |
| STREET ADDRESS             | 2227 CYPRESS COURT  | 1.3 STREET ADDRESS                                     |                                                                                  |
| CITY - ST - ZIP            | TAVARES FL          | 1.4 CITY - ST - ZIP                                    |                                                                                  |
| TITLE                      | EV                  | 2.1 TITLE                                              | EVD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | KENNEDY, JOHN M.    | 2.2 NAME                                               |                                                                                  |
| STREET ADDRESS             | COUNTY RD. 5-7871   | 2.3 STREET ADDRESS                                     |                                                                                  |
| CITY - ST - ZIP            | UMATILLA FL         | 2.4 CITY - ST - ZIP                                    |                                                                                  |
| TITLE                      | AS                  | 3.1 TITLE                                              | TAS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | BURKETT THOMAS L.   | 3.2 NAME                                               |                                                                                  |
| STREET ADDRESS             | 29345 SE HIGHWAY 42 | 3.3 STREET ADDRESS                                     |                                                                                  |
| CITY - ST - ZIP            | UMATILLA FL         | 3.4 CITY - ST - ZIP                                    |                                                                                  |
| TITLE                      | PC                  | 4.1 TITLE                                              | PCD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | CROOKER, JAMES C.   | 4.2 NAME                                               |                                                                                  |
| STREET ADDRESS             | 138 DOWN COURT      | 4.3 STREET ADDRESS                                     |                                                                                  |
| CITY - ST - ZIP            | WINDERMERE FL       | 4.4 CITY - ST - ZIP                                    |                                                                                  |
| TITLE                      | V                   | 5.1 TITLE                                              | VD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition  |
| NAME                       | BUTTERFIELD, CRAIG  | 5.2 NAME                                               |                                                                                  |
| STREET ADDRESS             | 1700 BUENA VISTA    | 5.3 STREET ADDRESS                                     |                                                                                  |
| CITY - ST - ZIP            | EUSTIS FL           | 5.4 CITY - ST - ZIP                                    |                                                                                  |
| TITLE                      |                     | 6.1 TITLE                                              | D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition   |
| NAME                       |                     | 6.2 NAME                                               | NELSON, J.F., JR.                                                                |
| STREET ADDRESS             |                     | 6.3 STREET ADDRESS                                     | 1420 5th AVE.                                                                    |
| CITY - ST - ZIP            |                     | 6.4 CITY - ST - ZIP                                    | MT. DORA, FL                                                                     |

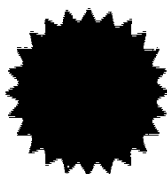
14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate 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 617, Florida Statutes, and that my name appears in Block 12 or Block 13 (if changed), or on an attachment with an address.

SIGNATURE: Thomas L. Burkett, Treasurer/Asst. Secretary 4/27/95 (904) 669-2101

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

V00015

General Offices



**GOLDEN GEM GROWERS, INC.**

RIVER GEM GROWERS COOPERATIVE, INC.

1995 CORPORATION ANNUAL REPORT

OFFICERS AND DIRECTORS (CONTINUED)

GORDON, DR. SYDNEY G., DIRECTOR  
21 TOWNHILL DR.  
EUSTIS, FL 32726