

AMENDED FILING FEE IS \$61.25

NONPROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # U00045

1. Corporation Name
River One International Marketing, Inc.
P.O. Box 5010
Vero Beach, FL. 32961

Principal Place of Business Mailing Address
7406 U.S.Hwy#1 P.O. BOX 5010
Vero Beach, FL Vero Beach, FL
32967 32961

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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	12/13/1991	
22	City & State	27	City & State	4. FEI Number	
23	Zip	28	Zip	65-0311953	
24	Country	29	Country	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	

9. Name and Address of Current Registered Agent
Perry, Michael D.
7 Seagull Ave.
Vero Beach, FL. 32960

10. Name and Address of New Registered Agent
81 Name **W. Cody Estes, Sr.**
82 Street Address (P.O. Box Number Is Not Acceptable)
4425 N. US Hwy #1
83
84 City **Vero Beach** FL 85 Zip Code **32962**

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE **W. Cody Estes, Sr., President** 10/11/99
(NOTE: Registered Agent signature required when re-registering)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	President/Director <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Estes, W. Cody Sr.	1.2 NAME	
STREET ADDRESS	4425 N. US Hwy#1	1.3 STREET ADDRESS	
CITY-ST-ZIP	Vero Beach, FL. 32962	1.4 CITY-ST-ZIP	
TITLE	Vice President <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Banack, Wilton R.	2.2 NAME	
STREET ADDRESS	4425 N. US Hwy#1	2.3 STREET ADDRESS	
CITY-ST-ZIP	Vero Beach, FL. 32962	2.4 CITY-ST-ZIP	
TITLE	Secretary/Director <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Milwood, David L.	3.2 NAME	
STREET ADDRESS	505 66th Aven. S.W.	3.3 STREET ADDRESS	
CITY-ST-ZIP	Vero Beach, FL. 32968	3.4 CITY-ST-ZIP	
TITLE	Vice President <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Lambeth, Scott W.	4.2 NAME	
STREET ADDRESS	505 66th Avenue, S.W.	4.3 STREET ADDRESS	
CITY-ST-ZIP	Vero Beach, FL. 32968	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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 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 supplement 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, with all other like empowered.

SIGNATURE **W. Cody Estes, Sr., President** 10/11/99
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (11/98)

ORIGINAL Sent to Block 2-17
MINUTES OF THE BOARD OF DIRECTORS MEETING
RIVER ONE INTERNATIONAL MARKETING, INC.

April 15, 1999

COPY

A regular meeting of the board of directors took place in the board room of River One International Marketing, Inc. located in Vero Beach, Florida on April 15, 1999, at 12:00 noon.

The president called the meeting to order and the following were present:

Michael Perry	Cody Estes
Sid Banack	David Milwood
Rusty Banack	George Lambeth

1. The minutes of the last Board meeting, April 8, were reviewed and approved.
2. Reviewed the aged accounts receivables. Capespan states that they will pay 7 vessels by Monday April 19.
3. Reviewed a letter from Colors requesting support on the sales commission to help with low returns resulting from arrival problems with grapes. Dan Borer made a recommendation that we adjust the commission from .75 to .50 per carton. It was agreed to reduce the commission to .50 per carton for the remaining vessels to be settled. The letter from Colors and Dan Borer are included in the minutes.
4. Sales of grapes from South Africa are expected to conclude by the end of April. Collections will go into May or possibly June as it will be a struggle to get the best settlements possible due to the less than perfect fruit. In order to clean up the South African business, it will be necessary for Dan Borer to possibly work through May. The board proposed that Dan work on a contract basis at the equivalent of his regular salary plus cobra insurance. Dan accepted this proposal.
5. An offer was received from Russell Weaver and Greg Land to purchase the company automobiles they are presently driving. These offers were accepted as follows: 1995 Mazda to Russell Weaver for \$2,000.00
1995 Nissan Pathfinder to Greg Land for \$9,000.00
6. The revised budget was reviewed and it was questioned whether the \$60,000.00 contribution from Capespan was included. Furthermore, it was concluded that revisions to the budget would be ongoing as to expenses incurred for the balance of the season,
7. Michael Perry resigned as President of River One and the Board unanimously elected W. Cody Estes as the new President of River One International.

MINUTES OF THE BOARD OF DIRECTORS MEETING
RIVER ONE INTERNATIONAL MARKETING, INC.
April 15, 1999

The meeting was adjourned at 1:30 pm.

The next scheduled meeting is Thursday, April 22, 11:00 am at River One offices.

President


W. Cody Estes

Secretary


David Milwood

Stockholders Representatives:


Sidney Barack


David Milwood