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NONPROFIT
CORPORATION
ANNUAL REPORT
1999

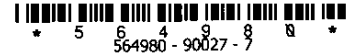


FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # N94000004021 (1) ✓

1. Corporation Name

FA BENE FOUNDATION, INC.



Principal Place of Business Mailing Address
c/o Norman J. Benford c/o Norman J. Benford
(Greenburg Traurig) (Greenburg Traurig)
1221 Brickell Ave. 1221 Brickell Ave.
Miami, FL 33131 Miami, FL 33131

2. Principal Place of Business 2a. Mailing Address 3. Date Incorporated or Qualified
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc. 08/17/1994
22 City & State 27 City & State 4. FEI Number Applied For
23 Zip Country 28 Zip Country 65-0523860 Not Applicable
24 25 29 30 5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent

Benford, Norman J.
1221 Brickell Ave.
21st Floor
Miami, FL 33131

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

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

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 [] DELETE 11 TITLE [] Change [] Addition
NAME 12 NAME
STREET ADDRESS 13 STREET ADDRESS
CITY-ST-ZIP 14 CITY-ST-ZIP
TITLE [] DELETE 2.1 TITLE [] Change [] Addition
NAME 2.2 NAME
STREET ADDRESS 2.3 STREET ADDRESS
CITY-ST-ZIP 2.4 CITY-ST-ZIP
TITLE [] DELETE 3.1 TITLE [] Change [] Addition
NAME 3.2 NAME
STREET ADDRESS 3.3 STREET ADDRESS
CITY-ST-ZIP 3.4 CITY-ST-ZIP
TITLE [] DELETE 4.1 TITLE [] Change [] Addition
NAME 4.2 NAME
STREET ADDRESS 4.3 STREET ADDRESS
CITY-ST-ZIP 4.4 CITY-ST-ZIP
TITLE [] DELETE 5.1 TITLE [] Change [] Addition
NAME 5.2 NAME
STREET ADDRESS 5.3 STREET ADDRESS
CITY-ST-ZIP 5.4 CITY-ST-ZIP
TITLE [] DELETE 6.1 TITLE [] Change [] 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 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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Jocelyn Watkins

May 17, 1999

Date

Daytime Phone #

CR2E037 (11/98)