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Apr 30 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 716983 (2)

1. Corporation Name
THE CARLYLE ASSOCIATION, INC.



Principal Place of Business Mailing Address
2881 N.E. 33RD COURT FT. LAUDERDALE FL 33306
2881 N.E. 33RD COURT FT. LAUDERDALE FL 33306-2048

3. Date Incorporated or Qualified 08/11/1969
3a. Date of Last Report 05/20/1996

2. Principal Place of Business 2a. Mailing Address
21 26
Suite, Apt #, etc. Suite, Apt #, etc.
22 27
City & State City & State
23 28
Zip Country Zip Country
24 25 29 30
4. FEI Number 59-1303403 Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
BENTHAM, OLIVER J
2881 NE 33 COURT
FT. LAUDERDALE FL 33306
81 Name
Street Address (P.O. Box Number is Not Acceptable)
84 City FL 85 Zip Code

10. Name and Address of New Registered Agent
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 _____ DATE _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	SDT	1.1 TITLE	
NAME	ADLER, GEORGIA	1.2 NAME	
STREET ADDRESS	2881 NE 33RD COURT	1.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	
NAME	WALTERS, WILLIAM	2.2 NAME	
STREET ADDRESS	2881 NE 33RD CT	2.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	
NAME	SHILLINGLAW, JOHN	3.2 NAME	
STREET ADDRESS	2881 NE 33RD CT	3.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL 33306	3.4 CITY-ST-ZIP	
TITLE	PD	4.1 TITLE	
NAME	BENTHAM, OLIVER J	4.2 NAME	
STREET ADDRESS	2881 NE 33RD COURT	4.3 STREET ADDRESS	
CITY-ST-ZIP	FT. LAUDERDALE FL	4.4 CITY-ST-ZIP	
TITLE	DVP	5.1 TITLE	
NAME	PARKER, BERNARD	5.2 NAME	
STREET ADDRESS	2881 NE 33RD COURT	5.3 STREET ADDRESS	
CITY-ST-ZIP	FT. LAUDERDALE FL	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	
NAME	KASSAN, RENEE	6.2 NAME	
STREET ADDRESS	2881 NE 33RD CT	6.3 STREET ADDRESS	
CITY-ST-ZIP	FT LAUDERDALE FL	6.4 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Georgia Adler* 4-22-97 984-564-3700
Date Daytime Phone # 0035762

CR2E037 (9/96)