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FILED
Jun 04 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998



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: 2881 N.E. 33RD COURT FT. LAUDERDALE FL 33306
Mailing Address: 2881 N.E. 33RD COURT FT. LAUDERDALE FL 33306

3. Date Incorporated or Qualified: 08/11/1969
4. FEI Number: 59-1303403
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
7. Is this nonprofit corporation a homeowners association? Yes No
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

2. Principal Place of Business (21-24) and Mailing Address (2a-24) details including Suite, Apt. #, etc., City & State, Zip, and Country.

9. Name and Address of Current Registered Agent: BENTHAM, OLIVER J, 2881 NE 33 COURT, FT. LAUDERDALE FL 33306

10. Name and Address of New Registered Agent: Georgia Adler, 2881 NE 33 Ct., Ft. Lauderdale, FL 33306

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: Georgia Adler (handwritten), GEORGIA ADLER PRESIDENT (typed), DATE: 6/1/98

12. OFFICERS AND DIRECTORS

TITLE	SDT	<input type="checkbox"/> DELETE
NAME	ADLER, GEORGIA	
STREET ADDRESS	2881 NE 33RD COURT	
CITY-ST-ZIP	FT LAUDERDALE FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	WALTERS, WILLIAM	
STREET ADDRESS	2881 NE 33RD CT	
CITY-ST-ZIP	FT LAUDERDALE FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	SHILLINGLAW, JOHN	
STREET ADDRESS	2881 NE 33RD CT	
CITY-ST-ZIP	FT LAUDERDALE FL 33306	
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	BENTHAM, OLIVER J	
STREET ADDRESS	2881 NE 33RD COURT	
CITY-ST-ZIP	FT LAUDERDALE FL	
TITLE	DVP	<input checked="" type="checkbox"/> DELETE
NAME	PARKER, BERNARD	
STREET ADDRESS	2881 NE 33RD COURT	
CITY-ST-ZIP	FT LAUDERDALE FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	KASSAN, RENEE	
STREET ADDRESS	2881 NE 33RD CT	
CITY-ST-ZIP	FT LAUDERDALE FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	VPD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	CANNEY, CHARLES	
2.3 STREET ADDRESS	2881 NE 33 Ct.	
2.4 CITY-ST-ZIP	Ft. Lauderdale, FL 33306	
3.1 TITLE	TD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	SHIELDS, LAURENCE	
3.3 STREET ADDRESS	2881 NE 33rd Ct.	
3.4 CITY-ST-ZIP	Ft. Lauderdale, FL 33306	
4.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	COPPOLA, RICHARD	
4.3 STREET ADDRESS	2881 NE 33 Ct.	
4.4 CITY-ST-ZIP	Ft. Lauderdale, FL 33306	
5.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Jackson, Greg	
5.3 STREET ADDRESS	2881 NE 33rd Ct.	
5.4 CITY-ST-ZIP	Ft. Lauderdale, FL 33306	
6.1 TITLE	SD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

NOT A NON-PROFIT
IR 925
SOLE (C) (3)
CORP.

CR2E037 (10/97)

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.

SIGNATURE: Georgia Adler (handwritten), GEORGIA ADLER PRESIDENT (typed), DATE: 4-28-98, 954-564-3700