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Mar 04, 1999 8:00 am
Secretary of State

03-04-1999 90219 006 ****61.25

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 716983

1. Corporation Name
THE CARLYLE ASSOCIATION, INC.

100209 - 90219 - 6

Principal Place of Business 2881 N.E. 33RD COURT FT. LAUDERDALE FL 33306	Mailing Address 2881 N.E. 33RD COURT FT. LAUDERDALE FL 33306
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 08/11/1969
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 59-1303403
City & State 23	City & State 28	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
Zip 24	Country 25	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 ADLER, GEORGIA 2881 NE 33RD COURT FT LAUDERDALE FL 33306	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
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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, Pres DATE: 2/15/99

Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD ADLER, GEORGIA 2881 NE 33RD COURT FT LAUDERDALE FL	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPD CANNEY, CHARLES 2881 N E 33RD CT FT LAUDERDALE FL 33306	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	TD SHEILDS, LAURENCE 2881 NE 33RD CT FT LAUDERDALE FL 33306	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D COPPOLA, RICHARD 2881 NE 33RD COURT FT. LAUDERDALE FL 33306	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D JACKSON, GREY 2881 NE 33RD COURT FT LAUDERDALE FL 33306	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SD KASSAN, RENEE 2881 NE 33RD CT FT LAUDERDALE FL	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition

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: Georgia Adler (Georgia Adler) DATE: 2/15/99 DAYTIME PHONE: 954 564-3706

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E037 (1/198)