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May 26 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **816683** (7)
1. Corporation Name
PEOPLE-TO-PEOPLE HEALTH FOUNDATION INC.



Principal Place of Business PROJECT HOPE HEALTH SCIENCES EDUCATION CNT ROUTE 255 MILLWOOD VA 22646	Mailing Address PROJECT HOPE HEALTH SCIENCES EDUCATION CNT ROUTE 255 MILLWOOD VA 22646
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 02/05/1963	Applied For <input type="checkbox"/>	Not Applicable <input checked="" type="checkbox"/>
4. FEI Number 53-0242962		
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	
7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	
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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	
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DC SANDERS, CHARLES A. FIVE MOORE DRIVE RESEARCH TRIANGLE PARK NC <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition SEE ATTACHED LIST FOR OFFICERS & DIRECTORS
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V ROBERTSON, JERRY E PHD 3050 MINNESOTA WORLD TRD CTR 30 SEV ST E ST PAUL MN 01 <input type="checkbox"/> DELETE	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	DP WALSH JR., WILLIAM B. THE PROJECT HOPE HEALTH SCI. EDUC. CENTER MILLWOOD VA <input type="checkbox"/> DELETE	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	DT HENRY, WILLIAM L. 1229 WASHINGTON STREET PITTSBURGH PA <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D HOLMES, BEN L 80 HUNTERS RIDGE RD CONCORD MA <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D COLE, EDWARD N BRIARPATCH RANCH, P O BOX 1086 LOCKHART TX <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition Briarpatch Ranch

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 _____ 540-837-2100

CR2E037 (10/97)

THE PEOPLE-TO-PEOPLE HEALTH FOUNDATION, INC.
LIST OF OFFICERS

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Charles A. Sanders	Europa Center 100 Europa Drive, #170 Chapel Hills, NC 27514	Chairman of the Board
Jerry E. Robertson, PhD	3050 Minnesota World Trade Center 30 Seventh Street East St. Paul, MN 55101-4901	Vice Chairman of of the Board
William B. Walsh	The People-to-People Health Foundation, Inc. The HOPE Center Millwood, VA 22646	President & Chief Executive Officer
Leslie D. Mancuso, PhD	The People-to-People Health Foundation, Inc. The HOPE Center Millwood, VA 22646	Chief Operating Officer
John W. Galiardo	Becton Dickinson & Company 1 Becton Drive Franklin Lakes, NJ 07417-1880	Secretary
William L. Henry	1229 Washington Street Pittsburgh, PA 15228	Treasurer
William L. Brockschmidt	The People-to-People Health Foundation, Inc. The HOPE Center Millwood, VA 22646	Vice President, Finance & Assistant Secretary
Marc L. Berk, PhD	The People-to-People Health Foundation, Inc. The HOPE Center Millwood, VA 22646	Vice President, Health Policy Research
Timothy R. Townsend, MD	The People-to-People Health Foundation, Inc. The HOPE Center Millwood, VA 22646	Senior Vice President, Chief Medical Officer of International Medical Operations
Thomas S. Walsh	The People-to-People Health Foundation, Inc. The HOPE Center Millwood, VA 22646	General Counsel
Stacy Brosnahan	The People-to-People Health Foundation, Inc. The HOPE Center Millwood, VA 22646	Assistant Secretary

THE PEOPLE-TO-PEOPLE HEALTH FOUNDATION, INC.

BOARD OF DIRECTORS

Mr. J. Patrick Barrett
Chairman and Chief Executive Officer
CARPAT Investments
4605 Watergap
Manlius, NY 13104

Mr. Arthur J. Benvenuto
Chairman and Chief Executive Officer
Advanced Tissue Sciences, Inc.
10933 North Torrey Pines Road
La Jolla, CA 92037-1005

Mr. Arno Bohn
President & Chief Executive Officer
G.E. Deutschland
Robert-Bosch Strasse 6
D 50354 Hurth
Germany

Mr. C. L. Clemente
Senior Vice President-Corporate Affairs
Pfizer Inc.
235 East 42nd Street
New York, NY 10017-5755

Mrs. Edward N. Cole
Briarpatch Ranch
Lockhart, TX 78644

William E. Coyne, Ph.D.
Senior Vice President
Research and Development
3M
3M Center, Building 220-14E-11
St. Paul, MN 55144-1000

Mr. Lodewijk J. R. de Vink
President and Chief Operating Officer
Warner-Lambert Company
201 Tabor Road
Morris Plains, NJ 07950

Mr. John W. Galiardo
Vice Chairman of the Board
and General Counsel
Becton Dickinson and Company
1 Becton Drive
Franklin Lakes, NJ 07417-1880

Mr. Raymond V. Gilmartin
Chairman, President
and Chief Executive Officer
Merck & Co., Inc.
One Merck Drive
Whitehouse Station, NJ 08889-0100

Mr. Maurice R. Greenberg
Chairman
American International Group, Inc.
70 Pine Street
18th Floor
New York, NY 10270

Mr. William L. Henry
1229 Washington Street
Pittsburgh, PA 15228

Mr. Ben L. Holmes
80 Hunters Ridge Road
Concord, MA 01742

Dr. Franz B. Humer
Chief Operating Officer
Roche Holding, Ltd.
CH-4070 Basel
Switzerland

Mr. Robert A. Ingram
President and Chief Executive Officer
Glaxo Wellcome Inc.
Five Moore Drive
Research Triangle Park, NC 27709

Mr. Richard J. Kogan
President and Chief Executive Officer
Schering-Plough Corporation
One Giralda Farms
Madison, NJ 07940-1000

Mr. James T. Lenehan
Worldwide Chairman
Consumer Pharmaceuticals
& Professional Group
and Member, Executive Committee
Johnson & Johnson
One Johnson & Johnson Plaza
New Brunswick, NJ 08933

Mr. Edwin A. Locke, Jr.
935 N Halifax Avenue
Daytona Beach, FL 32118

Mr. Fred W. Lyons, Jr.
Retired Chairman
Hoechst Marion Roussel, Inc.
J6-M1332
Kansas City, MO 64134-0627

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Nipowin Island
Mead Point
Greenwich, CT 06830

Mr. Dayton Ogden
President
SpencerStuart Worldwide
695 East Main Street
Stamford, CT 06901

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Chairman and Chief Executive Officer
Avon Products, Inc.
1345 Avenue of the Americas
New York, NY 10105-0196

Jerry E. Robertson, Ph.D.
3050 Minnesota World Trade Center
30 Seventh Street East
St. Paul, MN 55101-4901

Felicia Warburg Rogan
President
Oakencroft Vineyard and Winery Corp.
1486 Oakencroft Lane
Charlottesville, VA 22901

Charles A. Sanders, M.D.
Europa Center
100 Europa Drive #170
Chapel Hill, NC 27514

Dr. J. Friedrich Sauerländer
Senior Vice President
SGS Société Générale
de Surveillance Holding S.A.
8, rue des Alpes
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Switzerland

Mr. John R. Stafford
Chairman, President and
Chief Executive Officer
American Home Products Corporation
Five Giralda Farms
Madison, NJ 07940

Mr. William B. Walsh
President and Chief Executive Officer
Project HOPE
Suite 600, 7500 Old Georgetown Road
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Mr. Richard J. Whalen
Chairman
The Whalen Company, Inc.
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New York, NY 10021

Mr. Bradley A. J. Wilson
Chairman
International Pharmaceutical Operations
RECORDATI S.A.
Piazza Boffalora 4
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