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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<b>NONPROFIT CORPORATION ANNUAL REPORT 1999</b>		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # N13909**

1. Corporation Name  
**THE CELIA LIPTON FARRIS AND VICTOR W. FARRIS FOUNDATION, INC.**

Principal Place of Business % PETER VAN ANDEL 777 S. FLAGLER DR. SUITE 500E WEST PALM BEACH FL 33401	Mailing Address % PETER VAN ANDEL 777 S. FLAGLER DR. SUITE 500E WEST PALM BEACH FL 33401
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2. Principal Place of Business 21	2a. Mailing Address 2a	3. Date Incorporated or Qualified 03/18/1986
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 22-6041585
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 <b>VAN ANDEL, PETER 777 SOUTH FLAGLER DRIVE SUITE 500 EAST WEST PALM BEACH FL 33401</b>	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

11. Pursuant to the provisions of Sections 617.0502 and 617.1506, 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 \_\_\_\_\_  
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 PD	FARRIS, CECELIA L. 319 EL VEDADO RD. PALM BCH FL	1.1 TITLE D	Michael A. Barrow 6401 S.W. 8th Ave, #210 Miami, FL 33173
NAME	FARRIS, CECELE VICTORI	1.2 NAME	
STREET ADDRESS	5 CALLE CABITO	1.3 STREET ADDRESS	
CITY-ST-ZIP	SANTE FE NM	1.4 CITY-ST-ZIP	
TITLE	DS	2.1 TITLE	
NAME	VAN ANDEL, PETER	2.2 NAME	
STREET ADDRESS	777 S. FLAGLER DR S 500E	2.3 STREET ADDRESS	
CITY-ST-ZIP	WEST PALM BCH FL	2.4 CITY-ST-ZIP	
TITLE	DT	3.1 TITLE	
NAME	MORGAN, JAMES E. JR	3.2 NAME	
STREET ADDRESS	255 S COUNTY RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	PALM BEACH FL	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	
NAME	REITTERER, MARIAN F	4.2 NAME	
STREET ADDRESS	1560 SW 17 ST	4.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA RATON FL	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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 empowerments.

SIGNATURE *[Signature]* DATE *4/26/99*

CR2E037 (11/98)

SP