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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 # N21746

1. Corporation Name
THE NAUTILUS FOUNDATION, INC.

Principal Place of Business THE NAUTILUS FOUNDATION LLOYD CREEK RD LLOYD FL 32337 US	Mailing Address P O BOX 368 LLOYD CREEK RD LLOYD FL 32337 US
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2. Principal Place of Business 21	2a. Mailing Address 26 90 Collins Center	3. Date Incorporated or Qualified 07/28/1987
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27 P.O. BOX 1658	4. FEI Number 59-2831678
City & State 23	City & State 28 TALLAHASSEE, FL	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
Zip 29 32302-1658	Country 30 USA	

9. Name and Address of Current Registered Agent

**WARFEL, TIMOTHY J.
2120 KILLARNEY WAY
TALLAHASSEE FL 32308**

10. Name and Address of New Registered Agent

81 Name RODERICK N. PETREY
82 Street Address (P.O. Box Number is Not Acceptable) Suite 3000, 701 BRICKELL AV
83
84 City MIAMI
85 State FL
86 Zip Code 33131

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 *Roderick N. Petrey* **RODERICK N. PETREY, PRESIDENT +** 1/25/99
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) **SECRETARY** DATE

12. OFFICERS AND DIRECTORS

TITLE PD	BUCHER, FRANCOIS	<input type="checkbox"/> DELETE
STREET ADDRESS NAUTILUS DRIVE		
CITY-ST-ZIP LLOYD FL		
TITLE D	ROBERTA MADDOX	<input checked="" type="checkbox"/> DELETE
STREET ADDRESS P O BOX 5552 N/A		
CITY-ST-ZIP TALLAHASSEE FL 32314		
TITLE D	DRAPER, JERRY	<input checked="" type="checkbox"/> DELETE
STREET ADDRESS FAB CALL ST, FLORIDA STATE UNIVERSITY		
CITY-ST-ZIP TALLAHASSEE FL		
TITLE D	BIVINS, BENJAMIN	<input checked="" type="checkbox"/> DELETE
STREET ADDRESS 2805 THOMASVILLE RD.		
CITY-ST-ZIP TALLAHASSEE FL		
TITLE D	PLENDL, HANS	<input checked="" type="checkbox"/> DELETE
STREET ADDRESS 6556 ALAN-A-DALE TRAIL		
CITY-ST-ZIP TALLAHASSEE FL		
TITLE D	KNIGHT, ROY	<input checked="" type="checkbox"/> DELETE
STREET ADDRESS 5962 CENTERVILLE RD		
CITY-ST-ZIP TALLAHASSEE FL		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME FRANCOIS BUCHER	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP 32337	
2.1 TITLE D, C, P, S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME RODERICK N. PETREY	
2.3 STREET ADDRESS STE. 3000, 701 BRICKELL AV	
2.4 CITY-ST-ZIP MIAMI, FL 33131	
3.1 TITLE D	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME JAMES W. APTHORP	
3.3 STREET ADDRESS 1008 N. DALE MABRY, STE D-117	
3.4 CITY-ST-ZIP TAMPA, FL 33618	
4.1 TITLE D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME JOEL EMBRY	
4.3 STREET ADDRESS 1812 HIGHLAND DR.	
4.4 CITY-ST-ZIP FERNANDINA BEACH, FL 32034	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 empowered.

SIGNATURE: *Roderick N. Petrey* **SIGNATURE REQUIRED** 1/25/99 (305) 789-7722
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR **Roderick N. Petrey President** Date Daytime Phone #

CR2E037 (11/98)