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FILED
May 08, 1999 8:00 am
Secretary of State

05-08-1999 90060 036 ****61.25

NONPROFIT CORPORATION ANNUAL REPORT 1999

FLORIDA DEPARTMENT OF STATE
 Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # N95000002294
 1. Corporation Name
 PHOENIX RISING FOUNDATION, INC.



Principal Place of Business
 1521 ALTON ROAD
 SUITE 65
 MIAMI BEACH FL 33139

Mailing Address
 1521 ALTON ROAD
 SUITE 65
 MIAMI BEACH FL 33139

changed to

21. Principal Place of Business SACK JUBRAN	26. Mailing Address 111 JACK JUBRAN
22. Suite, Apt. #, etc. 899 West Ave	27. Suite, Apt. #, etc. 899 West Ave
23. City & State MIAMI Bch Florida	28. City & State MIAMI Bch Florida
24. Zip 33139	29. Zip 33139
25. Country USA	30. Country USA

3. Date Incorporated or Qualified
05/11/1995

4. FEI Number
65-0664981

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent
 PATERNOSTRO, JOSEPH
 11541 N.E. 7TH AVE.
 MIAMI FL 33161

changed to ->

10. Name and Address of New Registered Agent

81. Name
ROBB BRYAN

82. Street Address (P.O. Box Number is Not Acceptable)
1688 West Ave #1904

83. City & State
MIAMI Bch Florida 33139

84. City
MIAMI BEACH FL 33139

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: ROBERT BRYAN DATE: 5-30-99

12. OFFICERS AND DIRECTORS

TITLE S	NAME SMITH, CRAIG	STREET ADDRESS 5800 NE SIXTH COURT	CITY-ST-ZIP MIAMI FL 33137	<input checked="" type="checkbox"/> DELETE <i>effective 5/30/99</i>
TITLE VD	NAME JUBRAN, JACK	STREET ADDRESS 899 W. AVENUE, PH-L	CITY-ST-ZIP MIAMI BEACH FL	<input type="checkbox"/> DELETE
TITLE TD	NAME SAAR, EDWIN	STREET ADDRESS 1492 LINCOLN TERR, #2	CITY-ST-ZIP MIAMI BEACH FL	<input checked="" type="checkbox"/> DELETE
TITLE PD	NAME BONDY, DARREN	STREET ADDRESS 65 NE 109 STREET	CITY-ST-ZIP MIAMI SHORES FL 33161	<input checked="" type="checkbox"/> DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE PD	1.2 NAME JACK JUBRAN	1.3 STREET ADDRESS 899 West Avenue PH-L	1.4 CITY-ST-ZIP MIAMI Bch, FLORIDA 33139	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE VD	2.2 NAME VINCENT FERNALD	2.3 STREET ADDRESS 650 WEST AVE #605	2.4 CITY-ST-ZIP MIAMI Bch Florida 33139	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.1 TITLE VD	3.2 NAME LUIS GAVELA	3.3 STREET ADDRESS 1250 WEST AVE #12-C	3.4 CITY-ST-ZIP MIAMI BEACH Florida 33139	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP	<input 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 a 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 in an attachment with an address, with all other like empowered.

SIGNATURE: [Signature] DATE: 6-30-1999 TELEPHONE: 305-532-5225

[Signature] PD - 6-30-99

CR2E037 (11/98)