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May 10, 1999 8:00 am
Secretary of State

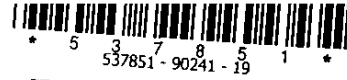
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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P37341

1. Corporation Name
BEST BUDDIES INTERNATIONAL, INC.



Principal Place of Business 100 SE 2ND STREET SUITE 1990 MIAMI FL 33131 US	Mailing Address 100 SE 2ND STREET SUITE 1990 MIAMI FL 33131
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 01/30/1992
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 52-1614576
City & State 23	City & State 28	Applied For Not Applicable
Zip 24	Country 25	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required
Country 29	Zip 30	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

SHRIVER, ANTHONY
 100 SE 2ND STREET
 SUITE 1990
 MIAMI FL 33131

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

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 _____
 Signature, typed or printed name of registered agent and title if applicable.

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BLANK, BRAD	1.2 NAME	
STREET ADDRESS	251 BEACON STREET STE 6	1.3 STREET ADDRESS	Refer to attached list.
CITY-ST-ZIP	BOSTON MA	1.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHRIVER, ANTHONY K	2.2 NAME	
STREET ADDRESS	100 SE 2ND STREET, SUITE 1990	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ABRAMS, MIKE	3.2 NAME	
STREET ADDRESS	201 S. BISCAYNE BLVD.	3.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHRIVER, EUNICK	4.2 NAME	
STREET ADDRESS	1325 G. STREET, SUITE 500	4.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KLINGMAN, GERARD A	5.2 NAME	
STREET ADDRESS	HEARST AGENCY, CHRYSLER BLDG., 24TH FLOOR	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
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 empowered

SIGNATURE: _____ DATE: 4-30-99 DAYTIME PHONE #: 374-2233

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BEST BUDDIES INTERNATIONAL BOARD OF DIRECTORS
1999

Name and Position	Address	Expiration of Term of Office
Mr. Michael Abrams Treasurer	2999 NE 191 Street, Suite 409 Aventura, FL 33180	October 2000
Mr. Brad Blank Director	70 Franklin Street, Seventh Floor Boston, MA 02110	June 2000
Mr. Ronald L. Book Director	2999 NE 191 Street, PH-6 North Miami Beach, FL 33180	October 1999
Mrs. Florence D'Urso Director	167 East 61 Street, Apt. 34E New York, NY 10021	October 1999
Mr. Bob Friedman Secretary	701 Brickell Avenue, Suite 3000 Miami, FL 33131	October 2000
Mr. Arij Gasiunasen Director	415 Hibiscus Drive Palm Beach, FL 33480	March 2000
Mr. Tom Hall Director	One Tampa City Center, Suite 2760 Tampa, Florida 33602	June 1999
Dr. Michael Hardman Director	Graduate School of Education University of Utah 1705 E. Campus Center Dr., Rm 225 Salt Lake City, UT 84112	October 1999
Mr. Gerard Klingman Director	405 Lexington Avenue, 24th Floor New York, NY 10174	June 2000
Mr. Ted Leonsis Director	8619 Westwood Center Drive Vienna, VA 22182	June 1999
Mr. Carl Lewis Director	7941 Katy Freeway, #286 Houston, TX 77024	October 1999
Mr. Jorge Morilla Director	2520 Red Road Miami, FL 33155	October 1999
Mr. Tom Quick Director	26 Broadway New York, New York 10004	March 2001
Ms. Penny Shore Hume Director	2 Bloor St. West Ste. 1730, Box 28 Toronto, Ontario, Canada M4W3E2	March 2000
Mr. Anthony K. Shriver President and Chairman	100 SE Second Street, Suite 1250 Miami, FL 33131	June 2000
Mrs. Alina Shriver Director	5821 Pinetree Drive Miami Beach, FL 33140	October 2000
Mrs. Eunice Kennedy Shriver Director	1325 G Street, NW Washington, DC 20005	October 2000
Mr. Richard Ziegelasch Director	Ten East 50 Street New York, NY 10022	June 2000