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Jan 29, 1999 8:00am
Secretary of State

01-29-1999 90022 041 *****61.25

NONPROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # P31938

Corporation Name
AMERICA3 FOUNDATION INC.

Principal Place of Business

1601 FORUM PLACE
SUITE P-2
PALM BEACH FL 33401
US

Mailing Address

1601 FORUM PLACE
SUITE P-2
W PALM BEACH FL 33401
US



Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified
26	26	11/27/1990
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FEI Number
27	27	65-0212651
City & State	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
28	28	
Zip	Country	6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees
25	29	30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM INC
1201 HAYES ST
SUITE 105
TALLAHASSEE FL 32301

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
FL	85 Zip Code

I, 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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

2. OFFICERS AND DIRECTORS

TITLE	C	<input type="checkbox"/> DELETE
NAME	KOCH, WILLIAM, I	
STREET ADDRESS	1601 FORUM PLACE	
CITY-ST-ZIP	WEST PALM BEACH FL	
TITLE	VPC	<input type="checkbox"/> DELETE
NAME	SMITH, MICHAEL J	
STREET ADDRESS	1601 FORUM PLACE	
CITY-ST-ZIP	WEST PALM BEACH FL 33401	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	CALLAHAN, RICHARD P	
STREET ADDRESS	1601 FORUM PLACE	
CITY-ST-ZIP	WEST PALM BEACH FL	
TITLE	TP	<input type="checkbox"/> DELETE
NAME	ROBINSON, BRAD	
STREET ADDRESS	1601 FORUM PLACE	
CITY-ST-ZIP	WEST PALM BEACH FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ROSOW, DAVID A	
STREET ADDRESS	1667 OLD POST RD.	
CITY-ST-ZIP	SOUTHPORT CT 06490	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	SHIPLEY, ZACHARY	
STREET ADDRESS	1601 FORUM PLACE	
CITY-ST-ZIP	WEST PALM BCH. FL 33401	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.1 TITLE	
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
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	

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: Richard P Callahan Sec. 1/13/99 561-697-4300

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E037 (1/98)