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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # 733602

1. Corporation Name
THE VILLAGE FOUNDATION, INC.

Principal Place of Business
 3180 BISCAYNE BLVD.
 MIAMI FL 33137

Mailing Address
 3180 BISCAYNE BLVD.
 MIAMI FL 33137



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		08/15/1975	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		59-1627141	
City & State		City & State		Applied For	
23		28		Not Applicable	
Zip		Zip		5. Certificate of Status Desired <input checked="" type="checkbox"/>	
24	25	29	30	Country	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	
				\$8.75 Additional Fee Required	
				\$5.00 May Be Added to Fees	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
GISSEN, MATTHEW 3180 BISCAYNE BLVD MIAMI FL 33137				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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 _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GISSEN, MATTHEW	1.2 NAME	
STREET ADDRESS	3180 BISCAYNE BLVD.	1.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	1.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JACKSON, VALERA	2.2 NAME	
STREET ADDRESS	3180 BISCAYNE BLVD	2.3 STREET ADDRESS	
CITY-ST-ZIP	MIAMI FL	2.4 CITY-ST-ZIP	
TITLE	STD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROEDEL, JERRY	3.2 NAME	
STREET ADDRESS	5781 SW 88TH TERRACE	3.3 STREET ADDRESS	
CITY-ST-ZIP	COOPER CITY FL	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input 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: Matthew Gissen SIGNATURE REQUIRED: _____ DATE: 3/7/98 DAYTIME PHONE #: 305-571-2628

CR2E037 (1/198)