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Secretary of State

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

NONPROFIT CORPORATION ANNUAL REPORT 1999

DOCUMENT # N17908

CORPORATION NAME
 HINDS OF JERUSALEM TEMPLE MOUNT, INC.
 SPEN FAMILY FOUNDATION, INC.

PLACE OF BUSINESS Mailing Address
 WASHINGTON BLVD 46 N. WASHINGTON BLVD
 #27
 FL 34236 SARASOTA FL 34236



1. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified
26	26	11/17/1986
2. City, Apt #, etc.	3. Suite, Apt. #, etc.	4. FEI Number
27	27	59-2742185
5. City & State	5. Certificate of Status Desired	Applied For
28	<input type="checkbox"/>	Not Applicable
6. Country	6. Election Campaign Financing	\$8.75 Additional Fee Required
25	Trust Fund Contribution	<input type="checkbox"/>
29		\$5.00 May Be Added to Fees
30		

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
GEORGE, III N. WASHINGTON BLVD., #27 FL 34236	81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code

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
OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
PD RODEHEFFER, MADELEINE S 10530 SE 250TH PL, #J105 KENT WA 98031	<input type="checkbox"/> DELETE	1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP
TD HERRON, WILLIAM CPA 5590 BEE RIDGE RD SARASOTA FL 34233	<input type="checkbox"/> DELETE	2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP
VD GOLDBERG, PAUL 7970 GARDEN DRIVE N. ST. PETERSBURG FL 33710	<input type="checkbox"/> DELETE	3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP
SD SAMUEL BARNUM, SAMUEL 225 2ND AVE DECATUR GA 30030	<input type="checkbox"/> DELETE	4.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP
VEDD YOUNG, HANOCH 61 E 8TH ST, SUITE 111 NEW YORK NY	<input type="checkbox"/> DELETE	5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP
	<input type="checkbox"/> DELETE	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: *Madeleine R. Rodeheffer* 5-15-99 253-520-6897
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (1/98)