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Secretary of State

NONPROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 701745 (2)

1. Corporation Name

QUANTUM FOUNDATION, INC.



Principal Place of Business

Mailing Address

505 SOUTH FLAGLER DRIVE
SUITE 1460
WEST PALM BEACH FL 33401
US

505 SOUTH FLAGLER DRIVE
SUITE 1460
WEST PALM BEACH FL 33401-5923
US

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

MCNICHOLAS, ANTHONY J.
STEPHENS, LYNN, KLEIN & MCNICHOLAS
515 N. FLAGLER DRIVE, SUITE 1600
WEST PALM BEACH FL 33401

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

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

(NOTE: Registered Agent signature required when reinstating)

4/11/97

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE VCS
NAME LEVIN, STEPHEN A
STREET ADDRESS 350 ROYAL POINCIANA WAY, SUITE 322B
CITY-ST-ZIP PALM BEACH FL

1.1 TITLE CT
1.2 NAME Levin, Stephen A.
1.3 STREET ADDRESS 350 Royal Poinciana Way, St. 322B
1.4 CITY-ST-ZIP Palm Beach, FL 33480

TITLE T
NAME MOORE, STEPHEN C
STREET ADDRESS 5757 LAKE WORTH ROAD
CITY-ST-ZIP GREENACRES FL

2.1 TITLE VCTT
2.2 NAME Moore, Stephen C.
2.3 STREET ADDRESS 5757 Lake Worth Road
2.4 CITY-ST-ZIP Greenacres, FL

TITLE VCT
NAME MORGAN, JAMES E JR.
STREET ADDRESS 255 S. COUNTY ROAD
CITY-ST-ZIP PALM BEACH FL

3.1 TITLE VCST
3.2 NAME Morgan, James, E., Jr.
3.3 STREET ADDRESS 255 South County Road
3.4 CITY-ST-ZIP Palm Beach, FL

TITLE CT
NAME MCNICHOLAS, ANTHONY
STREET ADDRESS 515 N. FLAGLER DRIVE
CITY-ST-ZIP WEST PALM BEACH FL

4.1 TITLE T
4.2 NAME McNicholas, Anthony
4.3 STREET ADDRESS 515 North Flagler Drive
4.4 CITY-ST-ZIP West Palm Beach, FL

TITLE VCTT
NAME MORGAN, JAMES J
STREET ADDRESS 255 SOUTH COUNTY ROAD
CITY-ST-ZIP PALM BEACH FL

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

14. I do 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.

SIGNATURE

4/11/97 1511 433-7440

CP2E037 (9/96)