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Apr 09 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 826463 (2)  
1. Corporation Name  
THE INSTITUTE OF INTERNAL AUDITORS, INC.

Principal Place of Business 249 MAITLAND AVENUE ALTAMONTE SPRINGS FL 32701-4201 US	Mailing Address 249 MAITLAND AVENUE ALTAMONTE SPRINGS FL 32701-4201 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 07/16/1971	
4. FEI Number 13-5532538	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Country
24	Country	29	Zip
25	Country	30	Country

9. Name and Address of Current Registered Agent

BISHOP, WILLIAM G III  
249 MAITLAND AVENUE  
ALTAMONTE SPRINGS FL 32701-4201

10. Name and Address of New Registered Agent

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

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, 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 607.0505, 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

12.	TITLE	P	<input type="checkbox"/> DELETE
	NAME	BISHOP, WILLIAM G III	
	STREET ADDRESS	249 MAITLAND AVE.	
	CITY-ST-ZIP	ALTAMONTE SPGS. FL 32701-4201	
	TITLE	C	<input checked="" type="checkbox"/> DELETE
	NAME	RIDLEY, ANTHONY S	
	STREET ADDRESS	THE AMERICAN RD., RM 145 WHO	
	CITY-ST-ZIP	DEARBORN MI	
	TITLE	VP	<input type="checkbox"/> DELETE
	NAME	FABRIZIUS, MICHAEL P	
	STREET ADDRESS	1505 MARIOTTVILLE RD	
	CITY-ST-ZIP	MARIATTVILLE MD	
	TITLE	T	<input type="checkbox"/> DELETE
	NAME	PEARSON, MARK J	
	STREET ADDRESS	1 JEFFERSON SQ. P.O. BOX 50	
	CITY-ST-ZIP	BOISE ID	
	TITLE	S	<input type="checkbox"/> DELETE
	NAME	LOCKETT, CLARENCE E	
	STREET ADDRESS	1 JOHNSON & JOHNSON PLAZA	
	CITY-ST-ZIP	NEW BRUNSWICK NJ	
	TITLE	D	<input type="checkbox"/> DELETE
	NAME	LISS, WALTER E	
	STREET ADDRESS	605 LONGMEADOW CIR.	
	CITY-ST-ZIP	LONGWOOD FL	

13.	ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1	TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2	NAME	
1.3	STREET ADDRESS	
1.4	CITY-ST-ZIP	
2.1	TITLE	VP
2.2	NAME	Garritte, Jean-Pierre
2.3	STREET ADDRESS	Plantin en Moretuslei 295
2.4	CITY-ST-ZIP	2140 Antwerpen, Belgium
3.1	TITLE	C
3.2	NAME	
3.3	STREET ADDRESS	
3.4	CITY-ST-ZIP	
4.1	TITLE	
4.2	NAME	Bellamy, Anne Merethe
4.3	STREET ADDRESS	Postboks 100
4.4	CITY-ST-ZIP	Bryn Odo Oell, Norway
5.1	TITLE	
5.2	NAME	Johnson, Howard
5.3	STREET ADDRESS	6501 Legacy Dr.
5.4	CITY-ST-ZIP	Plano, TX 75024-3698
6.1	TITLE	
6.2	NAME	
6.3	STREET ADDRESS	
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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address

SIGNATURE: *Walter E Liss* Walter E Liss 605 Longmeadow Cir 407-220-7600

CR2E034 (10/97)