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 Feb 19 1997 8:00am
 Secretary of State

NONPROFIT CORPORATION, ANNUAL REPORT 1997



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

DOCUMENT # 836957 (1)
 1. Corporation Name
 AQUARIAN FOUNDATION



Principal Place of Business Mailing Address
 315 15TH AVE. EAST SEATTLE WA 98112
 315 15TH AVE. EAST SEATTLE WA 98112-5149

3. Date Incorporated or Qualified 09/02/1976
 3a. Date of Last Report 03/26/1996

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

4. FEI Number 91-6050343 Applied For Not Applicable
 5. Certificate of Status Desired \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
 CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324

10. Name and Address of New Registered Agent
 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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	RHINEHART, KEITH M	
STREET ADDRESS	315-15TH AVE., EAST	
CITY-ST-ZIP	SEATTLE WA	
TITLE	SD	<input checked="" type="checkbox"/> DELETE
NAME	KORTEMAYER, B.	
STREET ADDRESS	SAN SIMEON #231 11135 LAKE HIGHLANDS DRIVE	
CITY-ST-ZIP	DALLAS TX	
TITLE	D	<input type="checkbox"/> DELETE
NAME	YOUNG, STEPHEN KC	
STREET ADDRESS	47522 KAAOHUA WAY	
CITY-ST-ZIP	KANEHOE HI	
TITLE	D	<input type="checkbox"/> DELETE
NAME	CAPORUSSO, P. JOHN	
STREET ADDRESS	4902 WIND RIVER RD.	
CITY-ST-ZIP	AUSTIN TX	
TITLE	T	<input type="checkbox"/> DELETE
NAME	WITHERS, ALAN R.	
STREET ADDRESS	416-35TH AVENUE	
CITY-ST-ZIP	SEATTLE WA	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	LEE, A.	
STREET ADDRESS	C/O 315-15TH AVE EAST	
CITY-ST-ZIP	SEATTLE WA	

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	SD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Roberts, L.
2.3 STREET ADDRESS	San Simeon, #235, 11139 Lake
2.4 CITY-ST-ZIP	Highlands Drive, Dallas TX 75218
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	

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: A. Withers, Alan R. Withers 1-17-97 206 324-6046
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0076443

CR2E037 (9/96)