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03-05-1999 90120 026 ****61.25

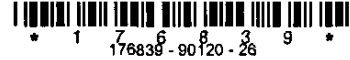


NONPROFIT CORPORATION ANNUAL REPORT 1999

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

DOCUMENT # F95000006004

1. Corporation Name
 THE V FOUNDATION, INC.



Principal Place of Business: 1201 WALNUT STREET, 2ND FLOOR, CARY NC 27511
 Mailing Address: 1201 WALNUT STREET, 2ND FLOOR, CARY NC 27511

2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 12/11/1995
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 13-3705951
City & State 23	City & State 28	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
Zip 24	Country 25	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
Country 29	Zip 30	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	10. Name and Address of New Registered Agent 81 Name CORPORATION SERVICE COMPANY 82 Street Address (P.O. Box Number is Not Acceptable) 83 1201 HAYS STREET 84 City TALLAHASSEE FL 85 Zip Code 32301
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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 Corporation Service Company By: Margaret Pike, Asst. Secretary 1-27-99
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: P NAME: KIRTLAND, BEN STREET ADDRESS: 1201 WALNUT STREET CITY-ST-ZIP: CARY NC 27511	<input type="checkbox"/> DELETE	1.1 TITLE: 1.2 NAME: 1.3 STREET ADDRESS: 1.4 CITY-ST-ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: P NAME: LLOYD, ROBERT E STREET ADDRESS: 88 ROWLAND WAY CITY-ST-ZIP: NOVATO CA 94945	<input type="checkbox"/> DELETE	2.1 TITLE: CEO 2.2 NAME: LLOYD, ROBERT E. 2.3 STREET ADDRESS: 88 ROWLAND WAY 2.4 CITY-ST-ZIP: NOVATO, CA 94945	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: V NAME: BORNSTEIN, STEVEN M STREET ADDRESS: 605 THIRD AVENUE CITY-ST-ZIP: NEW YORK NY 10158	<input type="checkbox"/> DELETE	3.1 TITLE: D 3.2 NAME: BORNSTEIN, STEVEN M. 3.3 STREET ADDRESS: 605 THIRD AVENUE 3.4 CITY-ST-ZIP: NEW YORK, NY 10158	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: T NAME: RHOADS, HARRY JR STREET ADDRESS: 1663 PRINCE ST CITY-ST-ZIP: ALEXANDRIA VA 22314	<input type="checkbox"/> DELETE	4.1 TITLE: T/S 4.2 NAME: RHOADS, HARRY JR. 4.3 STREET ADDRESS: 310 S. HENRY ST. 4.4 CITY-ST-ZIP: ALEXANDRIA, VA 22314	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: D NAME: BAST, ROBERT C JR STREET ADDRESS: 1515 HOLCOMBE BLVD, BOX 92 CITY-ST-ZIP: HOUSTON TX 77030	<input type="checkbox"/> DELETE	5.1 TITLE: 5.2 NAME: 5.3 STREET ADDRESS: 5.4 CITY-ST-ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: NAME: STREET ADDRESS: CITY-ST-ZIP:	<input type="checkbox"/> DELETE	6.1 TITLE: 6.2 NAME: 6.3 STREET ADDRESS: 6.4 CITY-ST-ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: *B. Kirtland - President* 2-5-99 919 380 5525
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (1/98)

11085140100 up
#95700006004

Mr. Jim J. Allegro
374 Oyster Court
St. Augustine, FL 32084

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President, ABC Sports
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C/O David Brokaw
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Sellersburg, IN 47172

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102 Long Shadow Lane
Cary, NC 27511

Ms. Lesley Visser
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Mr. Dereck Whittenburg
4387 Osceola Ct.D
Duluth, GA 30136

OFFICERS

CEO

Mr. Bob Lloyd
26707 Tanglewood Drive
Los Altos Hills, CA 94022

PRESIDENT

Ben Kirtland
1201 Walnut Street, Suite 202
Cary, NC 27511

SECRETARY/TREASURER

Mr. Harry Rhoads, Jr.
Washington Speakers Bureau
1663 Prince Street
Alexandria, VA 22314