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May 04, 1999 8:00 am
Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000005865

1. Corporation Name
SOCIETY FOR PHOTOGRAPHIC EDUCATION, INC.

Principal Place of Business P.O. BOX 2811 DAYTONA BEACH FL 32120-2811	Mailing Address P.O. BOX 2811 DAYTONA BEACH FL 32120-2811
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 11/05/1997
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number - 13-2853963
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

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
MURPHY, JAMES J 1200 W. INTERNATIONAL SPEEDWAY BLVD BLDG. 12 ROOM 111 122 DAYTONA BEACH FL 32114				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 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]* Executive Director, April 16, '99
 (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE ED VCD <input checked="" type="checkbox"/> DELETE	NAME WHITE, WENDEL	1.1 TITLE VCD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	1.2 NAME WILLIAM E. WILLIAMS
STREET ADDRESS 101 MOHICAN DRIVE	CITY-ST-ZIP ABESCON NJ	1.3 STREET ADDRESS 370 LANCASTER AVE.	1.4 CITY-ST-ZIP HAVERFORD, PA 19041
TITLE VCD <input type="checkbox"/> DELETE	NAME KOLB, GARY	2.1 TITLE	2.2 NAME
STREET ADDRESS 1 SOUTHMOOR STREET	CITY-ST-ZIP CARBONDALE IL	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP
TITLE TD <input checked="" type="checkbox"/> DELETE	NAME FISH, ALIDA	3.1 TITLE TD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	3.2 NAME CARRIE PETERSON
STREET ADDRESS 1816 MILLERS ROAD	CITY-ST-ZIP ARDEN DE	3.3 STREET ADDRESS 220 BARBERRY LN.	3.4 CITY-ST-ZIP LEXINGTON, KY
TITLE SD <input type="checkbox"/> DELETE	NAME TAYLOR, MAGGIE	4.1 TITLE	4.2 NAME
STREET ADDRESS 5701 SW 17TH DRIVE	CITY-ST-ZIP GAINESVILLE FL	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP
TITLE <input type="checkbox"/> DELETE	NAME	5.1 TITLE	5.2 NAME
STREET ADDRESS	CITY-ST-ZIP	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
TITLE <input type="checkbox"/> DELETE	NAME	6.1 TITLE	6.2 NAME
STREET ADDRESS	CITY-ST-ZIP	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 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: *[Signature]* **SIGNATURE REQUIRED** 4/16/99 617-453-2365
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (11/98)