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Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # F98000002610					
1. Corporation Name THE DILLER FOUNDATION, INC.					
Principal Place of Business 2425 OLYMPIC BLVD., 6TH FLOOR WEST TOWER SANTA MONICA CA 90404			Mailing Address 2425 OLYMPIC BLVD., 6TH FLOOR WEST TOWER SANTA MONICA CA 90404		



2. Principal Place of Business 21 8800 Sunset Blvd.		2a. Mailing Address 26 8800 Sunset Blvd.		3. Date Incorporated or Qualified 05/01/1998	
Suite, Apt. #, etc. 22 7th Floor		Suite, Apt. #, etc. 27 7th Floor		4. FEI Number 95-4081892	
City & State 23 West Hollywood CA		City & State 28 West Hollywood, CA		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Zip 24 90069		Country 25 USA		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 MAASS, ROBB R ESQ 321 ROYAL POINCIANA PLAZA PALM BEACH FL 33480				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 FL	

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)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PDC <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DILLER, BARRY	1.2 NAME	
STREET ADDRESS	11831 30TH CT., N.	1.3 STREET ADDRESS	
CITY-ST-ZIP	ST PETERSBURG FL 33716	1.4 CITY-ST-ZIP	
TITLE	SD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VON FURSTENBERG, ALEXANDER	2.2 NAME	
STREET ADDRESS	152 W. 57TH ST.	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10019	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 REQUIRED
Barry Diller

1/19/99

Date

Daytime Phone #

CR2E037 (11/98)