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FILED
May 14 1998 8:00am
Secretary of State

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| NONPROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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DOCUMENT # N09863 (4)

1. Corporation Name
PATHWAYS FOR YOUTH AND FAMILIES, INC.

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| Principal Place of Business 333 S.W. 28TH ST FT. LAUDERDALE FL 33315 US | Mailing Address 333 S.W. 28TH ST FT. LAUDERDALE FL 33315 US |
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| 2. Principal Place of Business 21 1001 S. Andrews Ave. Suite, Apt. #, etc. 22 | 2a. Mailing Address 26 1001 S. Andrews Ave. Suite, Apt. #, etc. 27 |
| City & State 23 Ft. Lauderdale, Fl. Zip Country 24 33316 25 US | City & State 28 Ft. Lauderdale, Fl. Zip Country 29 33316 30 US |

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| 9. Name and Address of Current Registered Agent WORLDWIDE CORPORATE SERVICES INC. ONE FINANCIAL PLAZA STE. 2626 FT. LAUDERDALE FL 33394 | 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code |
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|---|--|---|--|
| TITLE D | <input type="checkbox"/> DELETE | 1.1 TITLE D | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME JAFFE, MARTIN | | 1.2 NAME Martin Jaffe | |
| STREET ADDRESS 3111 STIRLING RD. | | 1.3 STREET ADDRESS 1001 S. Andrews Ave. | |
| CITY-ST-ZIP FT. LAUDERDALE FL | | 1.4 CITY-ST-ZIP Ft. Lauderdale, Fl. 33316 | |
| TITLE SD | <input type="checkbox"/> DELETE | 2.1 TITLE VP | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME CARVO, CARYN GOLDENBE | | 2.2 NAME Caryn Goldenberg Carvo | |
| STREET ADDRESS 4875 N. FEDERAL HWY, 7TH FLOOR | | 2.3 STREET ADDRESS 1001 S. Andrews Ave. | |
| CITY-ST-ZIP FT. LAUDERDALE FL | | 2.4 CITY-ST-ZIP Ft. Lauderdale, Fl. 33316 | |
| TITLE D | <input type="checkbox"/> DELETE | 3.1 TITLE D | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME GOBER, MARA | | 3.2 NAME Mara Gober | |
| STREET ADDRESS 3072 OLD STILL LANE | | 3.3 STREET ADDRESS 1001 S. Andrews Ave. | |
| CITY-ST-ZIP FT. LAUDERDALE FL | | 3.4 CITY-ST-ZIP Ft. Lauderdale, 33316 | |
| TITLE PD | <input type="checkbox"/> DELETE | 4.1 TITLE D | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME GOLDENBERG, STEPHEN | | 4.2 NAME Stephen Goldenberg | |
| STREET ADDRESS 1 FINANCIAL PLAZA STE 2626 | | 4.3 STREET ADDRESS 1001 S. Andrews Ave. | |
| CITY-ST-ZIP FT. LAUDERDALE FL | | 4.4 CITY-ST-ZIP Ft. Lauderdale, Fl. 33316 | |
| TITLE D | <input checked="" type="checkbox"/> DELETE | 5.1 TITLE P | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME ABRAMS, MURIEL | | 5.2 NAME Jeff Thomas | |
| STREET ADDRESS 340 SUNSET DR #806 | | 5.3 STREET ADDRESS 1001 S. Andrews Ave. | |
| CITY-ST-ZIP FT LAUDERDALE FL 33301 | | 5.4 CITY-ST-ZIP Ft. Lauderdale, Fl. 33316 | |
| TITLE D | <input checked="" type="checkbox"/> DELETE | 6.1 TITLE VP | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME BANGERTER, SHANNON | | 6.2 NAME Paula Revene | |
| STREET ADDRESS 617 FIFTH KEY DR | | 6.3 STREET ADDRESS 1001 S. Andrews Ave. | |
| CITY-ST-ZIP FT LAUDERDALE FL 33304 | | 6.4 CITY-ST-ZIP Ft. Lauderdale, Fl. 33316 | |

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.

SIGNATURE _____ 1/28/98 (954) 523-1847

CR2E037 (10/97)