FILED Apr 19, 2004 8:00 am Secretary of State

200	IV	INUA	ORT	UNAI	ION

DOCUMENT # N15899 1. Entity Name THE BILLFISH FOUNDATION, INC.	04-19-2004 90358 035 ****70.00				
Principal Place of Business 2161 EAST COMMERCIAL BLVD 2 FLOOR FT LAUDERDALE, FL 33308 Mailing Address PO BOX 8787 FT LAUDERDALE, FL 33310 US					
2. Principal Place of Business 3. Mailing Address					
Suite, Apt. #, etc. Suite, Apt. #, etc.	01062004 Chg-NP CR2E037 (10/03)				
City & State City & State	4. FEI Number Applied For 59-2694327 Not Applicable				
Zip Country Zip Country	5. Certificate of Status Desired \$8.75 Additional Fee Required				
6. Name and Address of Current Registered Agent	7. Name and Address of New Registered Agent				
PEEL, ELLEN	Name Street Address (P.O. Box Number is Not Acceptable)				
FORT LAUDERDALE, FL. 33308	City FL Zip Code				
8. The above named entity submits this statement for the purpose of changing its registered office or					
SIGNATURE					
Filing Fee is \$61.25 Due by May 1, 2004 9. Election Campaign Financing Trust Fund Contribution.	\$5.00 May Be Added to Fees Make check payable to Florida Department of State				
10. OFFICERS AND DIRECTORS 11.	ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 10				
NAME OFFIELD, AARSON H NAME STREET ADDRESS 150 METROPOLE AVE.	CT Andrews, Richard J 8314 Penderosa Dr Parter, CO 80134				
TITLE VCT VCT VC Delete TITLE NAME ANDREWS, RICHARD J NAME STREET ADDRESS 8314 PONDEROSA DR. STREET ADDRESS VC. STREET ADDRESS	VCT Change Addition Vicente, Ralph WA-2 marginal St. Urb Los Angeles Carolina, PR 00979				
TITLE P Delete TITLE NAME PEEL, ELLEN NAME STREET ADDRESS 2161 E. COMMERCIAL BLVD 2ND FL. STREET ADDRESS	Change Addition				
CITY-ST-ZIP FT LAUDERDALE, FL CITY-ST-ZIP					
NAME ABPLANALP, JOHN STREET ADDRESS 700 NAPPERHAN AVE. STREET ADDRESS 5TREET ADD	Secretary Change Addition Brown 1-e, John P.O. Box 622 IS 16 morala, FC 33036				
TITLE Delete TITLE NAME STREET ADDRESS TITLE NAME STREET ADDRESS					
CITY-ST-ZIP CITY-ST-ZIP	Thunt, Brandon Change Addition 228 Via mentone Newport Beach, CA 92663				
CITY-ST-ZIP TITLE NAME STREET ADDRESS CITY-ST-ZIP TITLE NAME STREET ADDRESS STREET ADDRESS	Junt, Brandon 228 Via Mentone				

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 10 or Block 11 if changed, or on an attachment with an address, with all others like empowered.

SIGNATURE:	Ella Peel	Ellen M. Peel President	4/15/04	(954) 938-0150	X10.
	SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING	OFFICER OF DIRECTOR	Date	Daytims Phone #	