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Mar 25, 1999 8:00 am  
Secretary of State

03-25-1999 90060 044 \*\*\*\*61.25

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NONPROFIT CORPORATION ANNUAL REPORT <b>1999</b>		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # N16927**  
 1. Corporation Name  
**THE IVANHOE FOUNDATION, INC.**

Principal Place of Business 1111 N ORANGE AVE ORLANDO FL 32804 US	Mailing Address 1111 N ORANGE AVE ORLANDO FL 32804 US
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 09/12/1986
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 59-2719717
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  
**BOYD, RAYMOND**  
**500 S ORANGE AVE**  
**ORLANDO FL 32801**

10. Name and Address of New Registered Agent  
 81 Name  
**Jim Hinson**  
 82 Street Address (P.O. Box Number is Not Acceptable)  
**Dr. P. Phillips Foundation**  
 83  
**60 W. Robinson Street**  
 84 City  
**Orlando** **FL** 85 Zip Code  
**32801**

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 JAHINSON *JAHINSON* 3/23/99  
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD BOYD, RAYMOND 500 S ORANGE AVE ORLANDO FL	<input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D SUPOWITZ, LOUIS 151 OVERLOOK RD WINTER PARK FL 32789	<input checked="" type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	TD DAVIS, BERYL H 400 S ORANGE AVE MAITLAND FL	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D STEILEN, TED 4627 PARKBREEZE CT ORLANDO FL 32808	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D JIM HINSON 60 W ROBINSON ST ORLANDO FL	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D GROGAN, BETTY 1835 BISCAYNE DR ORLANDO FL 32804	<input checked="" type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	Trustee Thomas E. Washburn 6113 Pershing Avenue Orlando, FL 32822	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	Trustee Brenda Robinson 400 S. Orange Avenue Orlando, FL 32801	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	Trustee Tricia Earl 1111 N. Orange Avenue Orlando, FL 32804	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
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: Beryl H. Davis *Beryl H. Davis* 3/18/99 407-246-2678  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (4/1/98)