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Mar 25, 1999 8:00 am  
Secretary of State

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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**

85 Zip Code  
**FL 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 (NOTE: Registered Agent signature required when reinstating) DATE 3/23/99

12. OFFICERS AND DIRECTORS

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Trustee
1.3 STREET ADDRESS	Thomas E. Washburn
1.4 CITY-ST-ZIP	6113 Pershing Avenue Orlando, FL 32822
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Trustee
2.3 STREET ADDRESS	Brenda Robinson
2.4 CITY-ST-ZIP	400 S. Orange Avenue Orlando, FL 32801
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Trustee
3.3 STREET ADDRESS	Tricia Earl
3.4 CITY-ST-ZIP	1111 N. Orange Avenue Orlando, FL 32804
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
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: 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)