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Jun 18 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **N47040** (3)

1. Corporation Name

FRIENDS OF 440 SCHOLARSHIP FUND, INC.

Principal Place of Business 80 SOUTHWEST EIGHTH STREET SUITE 1910 MIAMI FL 33130	Mailing Address 80 SOUTHWEST EIGHTH STREET SUITE 1910 MIAMI FL 33130
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2. Principal Place of Business 21 Suite, Apt. #, etc. 23 City & State 24 Zip 25 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 01/27/1992	4. FEI Number 63-0319696	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required		
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees		
7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

5. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**SADOW, RICHARD A.
80 SOUTHWEST EIGHTH STREET
SUITE 1910
MIAMI FL 33130**

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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	
TITLE	P <input type="checkbox"/> DELETE
NAME	SADOW, RICHARD A. ESQ
STREET ADDRESS	80 SW 8TH ST, #1910
CITY-ST-ZIP	MIAMI FL
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	PROBST, BERNARD E
STREET ADDRESS	TWO S. BISCAYNE BLVD, #2500
CITY-ST-ZIP	MIAMI FL
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	MUTTES, DR. CHARLES
STREET ADDRESS	1440 NW 14TH AVE.
CITY-ST-ZIP	MIAMI FL
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	LEVY, LAURENCE E
STREET ADDRESS	290 NW 165TH ST.
CITY-ST-ZIP	NORTH MIAMI BCH FL
TITLE	T <input type="checkbox"/> DELETE
NAME	CHARLES E. KELLEY,
STREET ADDRESS	15800 NW 67 AVE., #204
CITY-ST-ZIP	MIAMI LAKES FL
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Thomas W. Conroy
1.3 STREET ADDRESS	80 Southwest 8th Street Suite 1910
1.4 CITY-ST-ZIP	Miami FL 33130
2.1 TITLE	Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Judge Alan M. Kruker
2.3 STREET ADDRESS	80 Southwest 8th Street Suite 1910
2.4 CITY-ST-ZIP	Miami FL 33130
3.1 TITLE	Vice President Coordinator <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Cesar A. Armstrong
3.3 STREET ADDRESS	80 Southwest 8th Street Suite 1910
3.4 CITY-ST-ZIP	Miami FL 33130
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.

SIGNATURE:

R. A. Kelley

4/29/98 (305) 539-9800

CR2E037 (10/97)