

FILE NOW: FILING FEE IS \$61.25

NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILED
 02-25-1999 90057 038 ***61.25
 99 APR -2 PM 12:32
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DOCUMENT # N47307

1. Corporation Name
THE PROLOGUE SOCIETY, INC.

Principal Place of Business C/O NORTHERN TRUST COMPANY 700 BRICKELL AVE MIAMI FL	Mailing Address C/O NORTHERN TRUST COMPANY 700 BRICKELL AVE MIAMI FL
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 02/13/1992	4. FEI Number 65-0334615 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
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9. Name and Address of Current Registered Agent B & C CORPORATE SERVICES, INC. COURTHOUSE CENTER 175 NW FIRST AVE #2000 MIAMI FL 33128-9965	10. Name and Address of New Registered Agent 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 C	SPIVEY, DONALD 700 BRICKELL AVENUE MIAMI FL	<input checked="" type="checkbox"/> DELETE	
TITLE D	MARCHMAN, RAY E. 700 BRICKELL AVENUE MIAMI FL	<input type="checkbox"/> DELETE	1.1 TITLE 2. D BEAUCOURT-LEWIS, Carmen 700 BRICKELL AVENUE MIAMI, FL 33131 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE S	IRMA, ANTONIO D 700 BRICKELL AVENUE MIAMI FL	<input checked="" type="checkbox"/> DELETE	3.1 TITLE S Kahn, Susan 700 Brickell Avenue Miami, FL 33131 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE D	WEINTRAUB, ALBERT L. 5TH FLR, 2250 SW 3RD AVENUE MIAMI FL	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP
TITLE D	MATHESON, FINLAY B. 3898 SHIPPING AVENUE MIAMI FL	<input checked="" type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP
TITLE []		<input type="checkbox"/> DELETE	6.1 TITLE 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)(f), 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: [Signature] 1/25/99 305-789-1343

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CR2E037 (1/199)