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WE HA AND Apr 13 1998 8:00am
 Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 1. Corporation Name
 N93000003988

ANIMAL SHELTER FUND, INC.

Principal Place of Business Mailing Address
 20957 BOCA RIDGE DRIVE WEST
 BOCA RATON, FL 33428

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 34-25 150TH PLACE
 22 City & State 27 4E
 23 City & State 28 FLUSHING, NY
 24 Zip 25 Country 29 11354 30 Country

3. Date Incorporated or Qualified
 08/27/1993

4. FEI Number Applied For
 65-0446768 Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

7. Is this nonprofit corporation a homeowners association? Yes No

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
 ROSS, AMANDA - JAYNE
 20957 BOCA RIDGE DRIVE WEST
 BOCA RATON, FL 33428

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

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 _____ DATE _____
 Signature typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE DELETE
 NAME ROSS, AMANDA - JAYNE
 STREET ADDRESS 20957 BOCA RIDGE DRIVE WEST
 CITY-ST-ZIP BOCA RATON, FL 33428

TITLE DELETE
 NAME VPT FISHER, JESICA - JARA
 STREET ADDRESS 11630 TIMBERS WAY
 CITY-ST-ZIP BOCA RATON, FL

TITLE DELETE
 NAME ST OILL, FRANCES
 STREET ADDRESS 233 NE 14 AVE, #404
 CITY-ST-ZIP HALL ANDALE, FL

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 6.4 CITY-ST-ZIP

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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: Amanda Jayne Ross March 15, 1998 561-483-7500

CR2E037 (10/97)