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Apr 25 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N94000000137 (9)

1. Corporation Name

THE G.A.P. FOUNDATION, INC.



Principal Place of Business 5184 SW 27TH TERRACE FT LAUDERDALE FL 33312 US	Mailing Address P O BOX 7087 HOLLYWOOD FL 33081 US
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3. Date incorporated or Qualified 01/03/1994
3a. Date of Last Report 04/12/1996

2. Principal Place of Business 21 P.O.B. 1497 Suite, Apt. #, etc. 22 City & State 23 WEST PALM BEACH FL Zip 24 33401 Country 25 US	2a. Mailing Address 26 P.O.B. 1497 Suite, Apt. #, etc. 27 WEST PALM BEACH City & State 28 FL Zip 29 33401 Country 30 US
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4. FEI Number 65-0452264	Applied For 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
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent DENNIS, DONALD R 5184 SW 27TH TERRACE FT LAUDERDALE FL 33312	
81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL
85 Zip Code	

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 _____
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	VPD
NAME	CELLA, JOSEPH
STREET ADDRESS	5180 SW 27TH TER
CITY-ST-ZIP	FT LAUDERDALE FL
TITLE	PD
NAME	DENNIS, DONALD R
STREET ADDRESS	5184 SW 27TH TER
CITY-ST-ZIP	FT LAUDERDALE FL
TITLE	SD
NAME	MICHAELSON, IRA
STREET ADDRESS	4730 SW 42ND TERR
CITY-ST-ZIP	FT LAUDERDALE FL
TITLE	TD
NAME	BENING, STEVEN
STREET ADDRESS	4730 SW 27TH TERR
CITY-ST-ZIP	FT LAUDERDALE FL
TITLE	VPD
NAME	CALDWELL, ROBINSON
STREET ADDRESS	2800 N FLAGLER DR
CITY-ST-ZIP	WEST PALM BEACH FL
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	D THOMAS CUSHING
1.2 NAME	214 LEST RD
1.3 STREET ADDRESS	PALM BEACH
1.4 CITY-ST-ZIP	FL 33480
2.1 TITLE	VPD
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	PD
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	D ANDREW SMITH
6.2 NAME	Palm Beach Investment Advisors
6.3 STREET ADDRESS	349 ROYAL PALM WAY, ST 900
6.4 CITY-ST-ZIP	PALM BEACH FL 33480

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

CR2E037 (9/96)