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Mar 02, 1999 8:00 am
Secretary of State

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FLORIDA GRAND OPERA - BOARD OF DIRECTORS
11/9/98

Mrs. Adelio J. Montanari
 2424 North Bay Road
 Miami Beach, FL 33140

Mrs. Emil Morton
 5646 North Bay Road
 Miami Beach, FL 33140

Mrs. Thomas J. Northcutt
 3241 N.E. 56th Court
 Ft. Lauderdale, FL 33308

Mr. Joseph W. Pallot
 Steel Hector & Davis
 200 South Biscayne Boulevard
 Miami, FL 33131-2398

Ms. Lisa Perri-Molina
 Tiffany & Co., Vice President
 Bal Harbour Shops
 9700 Collins Avenue
 Bal Harbour, FL 33154

Mrs. Martin A. Pinilla
 4906 San Amaro Drive
 Coral Gables, FL 33146
 Aaron Podhurst, Esq.
 Podhurst, Orseck, Josefsberg, Eaton, Meadow,
 Olin, & Perwin, P.A.
 25 West Flagler Street, #120
 Miami, FL 33130

Mr. Curtis Rice
 2531 NE 32nd Court
 Lighthouse Pointe, FL 33064

Leonard Robbins, Esq.
 Abrams, Anton, Robbins,
 Resnick & Schneider, P.A.
 P.O. Box 229010
 Hollywood, FL 33022

Mrs. Morton J. Robinson
 1844 West 23rd Street
 Sunset Island No. 3
 Miami Beach, FL 33140
 Mr. Leonard Roth
 340 Sunset Drive
 Apartment #1005
 Ft. Lauderdale, FL 33301

Mrs. Edward Russell
 9045 SW 58th Avenue
 Miami, FL 33156

Mrs. Frosene Sonderling
 4403 Pine Tree Drive
 Miami Beach, FL 33140

Mr. Theodore Spak
 501 Calatrava Court
 Coral Gables, FL 33143

Mr. Jason L. Tobin
 Vice President
 The Ben Tobin Companies
 1101 Hillcrest Drive
 Hollywood, FL 33021

Robert H. Traurig, Esq.
 Greenberg, Traurig, Hoffman, et al
 1221 Brickell Avenue, 22nd Floor
 Miami, FL 33131

Mr. Alberto Vadia
 Madrid, Spain

Mr. José Valdés-Fauli
 Colonial Bank, Pres. & CEO
 1200 Brickell Avenue
 Miami, FL 33131

CE - Chairman Emeritus DE - Director Emeritus EX- Ex-Officio
Officers Terms Expire 5/31/99

150000-90168-37
N94000002791

FLORIDA GRAND OPERA - BOARD OF DIRECTORS
11/9/98

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Atlee Wampler III, Esq. (Susie)
Wampler, Buchanan and Breen
900 Sun Bank Building
777 Brickell Avenue
Miami, FL 33131

Morton D. Weiner/Ampac, Inc.
200 S. E. 1st Street, #900
Miami, FL 33131

Mr. Alexander McW. Wolfe, Jr.
600 Grapetree Drive, #9-AN
Key Biscayne, FL 33149

Mr. Morton D. Weiner

Mr. Theodore Spak- (Board Director)
Chairman, Finance Committee

Mr. Scott Bailey - (Board Director)

Mr. Ben F. Harrison - (Board Director)

Mr. Robert B. Judd
Berger Davis & Singerman, P.A.
100 NE 3 Avenue Suite 400
Fort Lauderdale, FL 33301

Mr. Stephen A. Keller- (Board Director)

Mr. Steven D. Lewin - (Board Director)

Mr. Joe McElroy - (Board Director)
Vice Chairman, Finance Committee

Mr. Victor Mendelson (Lisa)
Heico Corporation
825 Brickell Bay Drive
Suite 1644
Miami, FL 33131

FILE NOW: FILING FEE IS \$61.25

NONPROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # N94000002791

1. Corporation Name

FLORIDA GRAND OPERA, INC.

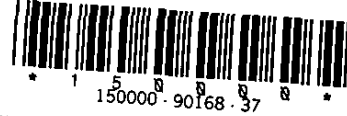
Principal Place of Business

1200 CORAL WAY
MIAMI FL

Mailing Address

1200 CORAL WAY
MIAMI FL

DOCUMENT 3



150000-90168-37



2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

3. Date Incorporated or Qualified

05/31/1994

4. FEI Number

65-0496477

Applied For

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

9. Name and Address of Current Registered Agent

VALDES-FAULI CORPORATE SERVICES, INC.
2 S. BISCAYNE BLVD.
SUITE 3400
MIAMI FL 33131

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 M ☐ DELETE

NAME HEUER, ROBERT
STREET ADDRESS 1200 CORAL WAY
CITY-ST-ZIP MIAMI FL

TITLE PD ☐ DELETE

NAME JOSE VALDES-FAULI
STREET ADDRESS 1200 CORAL WAY
CITY-ST-ZIP MIAMI FL

TITLE TD ☐ DELETE

NAME THEODORE SPAK
STREET ADDRESS 1200 CORAL WAY
CITY-ST-ZIP MIAMI FL

TITLE D ☐ DELETE

NAME HERRON, JAMES M
STREET ADDRESS 1200 CORAL WAY
CITY-ST-ZIP MIAMI FL

TITLE D ☐ DELETE

NAME SONDERLING, FROSENE
STREET ADDRESS 4403 PINE TREE DR.
CITY-ST-ZIP MIAMI BEACH FL

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

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:

SIGNATURE REQUIRED
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E037 (11/98)

0031478

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Florida Grand Opera 1998-1999 Board of Directors

Ms. Pamela A. Adams
HIP Health Plan of Florida, Inc.
Senior Vice President, Corp. & Development
300 South Park Road
Hollywood, FL 33021

Dr. Horacio Aguirre
620 Grand Concourse
Miami Shores, FL 33138

Mr. James Byrd Anderson, Jr.
2814 Emathla Street
Coconut Grove, FL 33133-3247

Mr. Scott A. Bailey
6401 Maynada Street
Coral Gables, FL 33146

Mrs. Roberta Rymer Balfe
3101 Old Pecos Trail, #696
Sante Fe, NM 87505

Ms. Bonnie Barnett
301 North Birch Road
Ft. Lauderdale, FL 33301

Robert G. Beatty, Esq.
BellSouth Telecommunications, Inc.
150 West Flagler Street, Suite 1910
Miami, FL 33130

Andrew H. Boros, Esq.
535 Sabal Palm Road
Miami, FL 33137

Dr. Randolph F. Brock
901 South Federal Highway
Ft Lauderdale, FL 33316

Mr. Donald Carlin
Kahn/Carlin
3350 S. Dixie Highway
Miami, FL 33133

Mr. Norman F. Codo
1740 Sabal Palm Drive
Boca Raton, FL 33432

Mr. Jerome J. Cohen
11111 Biscayne Boulevard, Apt. 227
Miami, FL 33161

Mrs. Barbara Copanos
20 Gatehouse Road
Lauderdale-by-the-Sea, FL 33308

Mrs. Joan Crain
Vice President; Trust & Estate Admin.
Northern Trust Bank N.A.
1100 E Las Olas Boulevard
Fort Lauderdale, FL 33301-2387

Mrs. Joseph E. Crawley
5333 Collins Avenue, #14J
Miami Beach, FL 33140

Mr. Sergio Cuervo
Barclay's Bank PLC
Vice President/Mexico
801 Brickell Avenue
Miami, Florida 33131

Mr. Ben Daneman
3750 Galt Ocean Drive, Apt. 1211
Ft. Lauderdale, FL 33308

Ms. Nancy Davis
McArthur Management
80 S.W. 8th Street, Suite 2110
Miami, FL 33130

CE - Chairman Emeritus DE - Director Emeritus EX- Ex-Officio
Officers Terms Expire 5/31/99

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FLORIDA GRAND OPERA - BOARD OF DIRECTORS
11/9/98

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Michael Diaz, Jr., Esq.
Diaz & Taddeo, PA
3400 Nations Bank Tower
100 SE 2nd Street
Miami, FL 33131

Dr. Richard A. Elias
4701 N. Meridian Avenue, Suite 746
Miami Beach, FL 33140-2910

Mr. Sidney J. Feltenstein
A&W Restaurants, Inc.
Chairman, President & CEO
Livonia, MI 48152

Mr. Theodore K. Friedt
Friedt Group
4456 Del Mar Drive
Lauderdale-by-the-Sea, FL 33308

Mrs. Mercy Garcia
First Union Foundation
First Union Bank
Vice President/Private Banking
200 S. Biscayne Boulevard
Miami, FL 33131

Mrs. R.M. Gardner
2412 NE 14th Street
Ft. Lauderdale, Florida 33304

Mrs. Morgan P. Gilbert
120 Harbour Way
Bal Harbour, FL 33154

Mrs. Herschel V. Green
9485 Old Cutler Lane
Coral Gables, FL 33156

Mr. Ben F. Harrison
146 Nurmi Drive
Ft. Lauderdale, FL 33301

Ms. Florence Hecht
3 Grove Isle Drive, #1401
Coconut Grove, FL 33133

Mr. James M. Herron
2891 Seminole Street
Miami, FL 33133

Mrs. Lee Hills
4450 Banyan Lane
Bay Point
Miami, FL 33137

Mr. Roger R. Hinkley
111 Pompano Beach Blvd., Apt. 614
Pompano Beach, FL 33062

Mrs. Marilyn Holzberg
18181 NE 31st Court #806
North Miami Beach, FL 33160

Mr. Hans J. Hvide
2550 Del Lago Drive
Ft. Lauderdale, FL 33316

Dr. Leonard H. Jacobson
6410 North Bay Road
Miami Beach, FL 33141

Mrs. Joe L. Jessup
133 Coconut Palm Road
Boca Raton, FL 33432

Mr. Barry Johnson
Director, Corporate Affairs
AT&T - Datan I
9100 South Dadeland Blvd., Suite 1410
Miami, FL 33156

Ms. Estela P. Keim
Chase Manhattan Bank of Florida