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Secretary of State

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NONPROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # N96000004664

1. Corporation Name

INLAND PROTECTION FINANCING CORPORATION

Principal Place of Business

C/O STATE BOARD OF ADMINISTRATION
1801 HERMITAGE BLVD.
TALLAHASSEE FL 32308

Mailing Address

C/O STATE BOARD OF ADMINISTRATION
1801 HERMITAGE BLVD.
TALLAHASSEE FL 32308



2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

3. Date Incorporated or Qualified

09/09/1996

4. FEI Number

59-3404559

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

SCHOW, HORACE II
C/O STATE BOARD OF ADMINISTRATION
1801 HERMITAGE BLVD.
TALLAHASSEE FL 32308

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 D DELETE
NAME CHILES, LAWTON GOV
STREET ADDRESS PL-05 THE CAPITOL
CITY-ST-ZIP TALLAHASSEE FL 32399-0001

TITLE D DELETE
NAME MILLIGAN, ROBERT F
STREET ADDRESS PL-09 THE CAPITOL
CITY-ST-ZIP TALLAHASSEE FL 32399-0300

TITLE D DELETE
NAME CARSWELL, KEITH
STREET ADDRESS 700 E. DANIA BEACH BLVD.
CITY-ST-ZIP DANIA FL 33004

TITLE D DELETE
NAME WETHERALL, VIRGINIA
STREET ADDRESS 3900 COMMONWEALTH BLVD.
CITY-ST-ZIP TALLAHASSEE FL 32399-2440

TITLE D DELETE
NAME NELSON, BILL
STREET ADDRESS PL-1 THE CAPITOL
CITY-ST-ZIP TALLAHASSEE FL 32399

TITLE P DELETE
NAME HERNDON, TOM
STREET ADDRESS 3701 BOBBIN BROOK WEST
CITY-ST-ZIP TALLAHASSEE FL 32308

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition
1.2 NAME D BUSH, JEB
1.3 STREET ADDRESS PL-05 THE CAPITOL
1.4 CITY-ST-ZIP TALLAHASSEE FL 32399-0001

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 D STRUHS, DAVID B.
4.3 STREET ADDRESS 3900 COMMONWEALTH BLVD
4.4 CITY-ST-ZIP TALLAHASSEE FL 32399-2440

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)(l), 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:

T. Herndon
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

April 28, 1999

850/488-4406
Daytime Phone #

CR2E037 (1/98)