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Feb 18, 1999 8:00 am
Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N98000005672

1. Corporation Name
MIAMI RIVER FUND, INC.

Principal Place of Business 330 ALHAMBRA CIRCLE CORAL SPRINGS FL 33134	Mailing Address 330 ALHAMBRA CIRCLE CORAL SPRINGS FL 33134
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 10/05/1998
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 65-0867648 Applied For Not Applicable
City & State 23	City & State 28	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
Zip 24	Country 25	Zip 29
Country 25	Country 30	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent PARKS, ROBERT L ESQ. HAGGARD, PARKS & STONE, P.A. 330 ALHAMBRA CIRCLE CORAL GABLES FL 33134	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 D <input type="checkbox"/> DELETE	1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	NAME PARKS, ROBERT L	1.2 NAME
STREET ADDRESS 330 ALHAMBRA CIRCLE	1.3 STREET ADDRESS	CITY-ST-ZIP CORAL SPRINGS FL 33134	1.4 CITY-ST-ZIP
TITLE D <input type="checkbox"/> DELETE	2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	NAME EVERINGHAM, PHILIP	2.2 NAME
STREET ADDRESS 2602 SAN DOMINGO	2.3 STREET ADDRESS	CITY-ST-ZIP CORAL GABLES FL 33134	2.4 CITY-ST-ZIP
TITLE D <input type="checkbox"/> DELETE	3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	NAME BUNNELL, RICHARD	3.2 NAME
STREET ADDRESS 1620 S. BAYSHORE COURT	3.3 STREET ADDRESS	CITY-ST-ZIP MIAMI FL 33133	3.4 CITY-ST-ZIP
TITLE D <input type="checkbox"/> DELETE	4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	NAME JUDE, SALLYE	4.2 NAME
STREET ADDRESS 118 S.W. SOUTH RIVER DRIVE	4.3 STREET ADDRESS	CITY-ST-ZIP MIAMI FL 33130	4.4 CITY-ST-ZIP
TITLE <input type="checkbox"/> DELETE	5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	NAME	5.2 NAME
STREET ADDRESS	5.3 STREET ADDRESS	CITY-ST-ZIP	5.4 CITY-ST-ZIP
TITLE <input type="checkbox"/> DELETE	6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	NAME	6.2 NAME
STREET ADDRESS	6.3 STREET ADDRESS	CITY-ST-ZIP	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 in 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: 1/27/99 Daytime Phone #: (305) 465700

CR2E037-41991