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Apr 09 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P18331 (9)
 1. Corporation Name
UNITED STATES SPACE CAMP FOUNDATION, INC.

Principal Place of Business 6225 VECTORSPACE BLVD. TITUSVILLE FL 32780	Mailing Address 6225 VECTORSPACE BLVD. TITUSVILLE FL 32780
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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3. Date Incorporated or Qualified 03/08/1988	4. FEI Number 63-0862646	Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/>
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		
7. Is this nonprofit corporation a homeowners association? <input type="checkbox"/> Yes <input type="checkbox"/> No		
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent
LUPFER, WILLIAM G.
6225 VECTORSPACE BLVD
TITUSVILLE FL 32780-5040

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	VC	<input type="checkbox"/> DELETE
NAME	BEASON, GEORGE	
STREET ADDRESS	1208 DEBORAH DRIVE	
CITY-ST-ZIP	SE HUNTSVILLE AL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	DAVIS, DAVID	
STREET ADDRESS	2233 NORTH SECOND AVENUE	
CITY-ST-ZIP	BIRMINGHAM AL	
TITLE	C	<input type="checkbox"/> DELETE
NAME	GILLESPIE, MIKE	
STREET ADDRESS	612 HOLMES AVENUE	
CITY-ST-ZIP	HUNTSVILLE AL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ODOM, JIM	
STREET ADDRESS	511 OAK NE	
CITY-ST-ZIP	DECATUR AL	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	LUCAS, DR. WILLIAM	
STREET ADDRESS	6805 CRINER ROAD	
CITY-ST-ZIP	SE HUNTSVILLE AL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	JONES, OLIVER	
STREET ADDRESS	RT. 1, BOX 293-B1	
CITY-ST-ZIP	KILLEN AL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Stallworth, John	
1.3 STREET ADDRESS	401 Wynn Drive NW	
1.4 CITY-ST-ZIP	Huntsville, AL 35805	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> 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.

SIGNATURE: Mike Gillespie Mike Gillespie 2/17/98 205-532-3492

CR2E037 (10/97)