

FILE NOW: FILING FEE IS \$61.25

NONPROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 730203 (7)

1. Corporation Name

BELLEVUE BILTMORE VILLAS-BAYSHORE II, INC.



Principal Place of Business: 1700 MCMULLEN BOOTH RD., SUITE C-3 CLEARWATER FL 34619
Mailing Address: 1700 MCMULLEN BOOTH RD., SUITE C-3 CLEARWATER FL 34619

3. Date Incorporated or Qualified: 07/15/1974
3a. Date of Last Report: 02/15/1995
4. FEI Number: 59-1560917
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21 Suite, Apt. #, etc.: 22 City & State: 23 Zip: 24 Country: 25
2a. Mailing Address: 26 Suite, Apt. #, etc.: 27 City & State: 28 Zip: 29 Country: 30

9. Name and Address of Current Registered Agent

LEIGHTON, LENNARD A.
1700 MCMULLEN BOOTH ROAD
SUITE C3
CLEARWATER FL 34619

10. Name and Address of New Registered Agent

81 Name: 82 Street Address (P.O. Box Number is Not Acceptable): 83 City: 84 State: 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] DATE: [Date]

12. OFFICERS AND DIRECTORS

TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	DINNER, HILTON	
STREET ADDRESS	220 BELLEVUE BLVD #712	
CITY-ST-ZIP	BELLAIR FL 34616	
TITLE	DVP	<input checked="" type="checkbox"/> DELETE
NAME	BARRY, SHIRLEY	
STREET ADDRESS	220 BELLEVUE BLVD #309	
CITY-ST-ZIP	BELLAIR, FL 0	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SEIBERT, ROLF	
STREET ADDRESS	220 BELLEVUE BLVD #510	
CITY-ST-ZIP	BELLAIR, FL 00000	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	STACKPOLE, RICHARD	
STREET ADDRESS	220 BELLEVUE BLVD #308	
CITY-ST-ZIP	BELLAIR, FL 00000	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	VOELKER, DON	
STREET ADDRESS	220 BELLEVUE BLVD #606	
CITY-ST-ZIP	BELLAIR, FL 00000	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS-CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
12 NAME	SCORDINO, GRACE	
13 STREET ADDRESS	220 BELLEVUE BLVD., #405	
14 CITY-ST-ZIP	BELLAIR, FLORIDA 34616	
21 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
22 NAME	BALDER, KEN	
23 STREET ADDRESS	220 BELLEVUE BLVD. #303	
24 CITY-ST-ZIP	BELLAIR, FL 34616	
31 TITLE	T	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	SEIBERT, ROLF	
33 STREET ADDRESS	220 BELLEVUE BLVD #510	
34 CITY-ST-ZIP	BELLAIR, FL 34616	
41 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE	VP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	VOELKER, DON	
53 STREET ADDRESS	220 BELLEVUE BLVD. #606	
54 CITY-ST-ZIP	BELLAIR, FL 34616	
61 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME		
63 STREET ADDRESS		
64 CITY-ST-ZIP		

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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] PRESIDENT RICHARD STACKPOLE

442-7049

CR2E037 (12/95)