

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$61.25 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$236.25).

FILED
 Jul 30 1998 8:00am
 Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # 740973 (3)
 1. Corporation Name
 SAND CASTLE II ASSOCIATION, INC.



Principal Place of Business Mailing Address
 20002 GULF BLVD INDIAN SHORES FL 34635
 20002 GULF BLVD INDIAN SHORES FL 34635
Sandra B. Mortham Registered Agent

3. Date Incorporated or Qualified
 12/07/1977

4. FEI Number
 59-1946887

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

7. Is this nonprofit corporation a homeowners association?
 Yes No

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.
 Yes No

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 4131 GUNN HWY
 22 City & State 27 TAMPA, FL
 23 Zip Country 29 33624 30

9. Name and Address of Current Registered Agent
 GREENACRE PROPERTIES, INC.
 4131 GUNN HIGHWAY
 TAMPA FL 33624

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 *Charles Fraser* DATE 7/21/98
 (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	MCNEIL, ROBERT	
STREET ADDRESS	29 MCNAB DRIVE	
CITY-ST-ZIP	GRIMSBY, ONTARIO	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	MEKGRAITIS, MICHAEL	
STREET ADDRESS	704 S NEWPORT AVENUE	
CITY-ST-ZIP	TAMPA FL	
TITLE	TSD	<input type="checkbox"/> DELETE
NAME	FRASER, CHARLES	
STREET ADDRESS	20002 GULF BLVD	
CITY-ST-ZIP	INDIAN ROCKS FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FISHER, ARTHUR	
STREET ADDRESS	5555 W WATERS AVE #318	
CITY-ST-ZIP	TAMPA FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	CARSWELL, FRANK	
STREET ADDRESS	1438 EDGEWATER DR	
CITY-ST-ZIP	FENTON MI	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
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)(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.

SIGNATURE: *Charles Fraser, Secretary* DATE: 7/1/98 DAYTIME PHONE: 727/595-2001
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E037 (5/98)