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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # 742292

1. Corporation Name

CHARLOTTE BAY VILLAS ASSOCIATIONS, INC.

Principal Place of Business

1020 W MARION AVE #45
 PUNTA GORDA FL 33950

Mailing Address

1020 W MARION AVE #45
 PUNTA GORDA FL 33950



2. Principal Place of Business

21 Suite, A, etc. #, etc.

23 City & State

24 Zip 25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

28 City & State

29 Zip 30 Country

3. Date Incorporated or Qualified

04/06/1978

4. FEI Number

59-234 1659

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

DACK, FRANCES
 400 SAIBAL PALM LANE
 PUNTA GORDA FL 33950

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 DELETE

NAME PD
 PINHO, JOE
 STREET ADDRESS 1020 W MARION AVE #52
 CITY-ST-ZIP PUNTA GORDA FL 33950

TITLE DELETE

NAME SD
 LEONARD, NINA
 STREET ADDRESS 1020 W MARION AVE #45
 CITY-ST-ZIP PUNTA GORDA FL

TITLE DELETE

NAME T
 WHITMAN, DOUG
 STREET ADDRESS 1020 MARION AVE #47
 CITY-ST-ZIP PUNTA GORDA FL

TITLE DELETE

NAME VD
 THORPE, JOHN
 STREET ADDRESS 1020 W MARION AVE #44
 CITY-ST-ZIP PUNTA GORDA FL 33950

TITLE DELETE

NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE

NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

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
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

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)(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, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E037 (11/98)

941-5754787