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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 # 745631

1. Corporation Name
HEATHER RIDGE VILLAS II ASSOCIATION, INC.

Principal Place of Business % SEABOARD ARBORS MGMT 1700 MCMULLEN BOOTH RD. STE C3 CLEARWATER FL 34619 US	Mailing Address % SEABOARD ARBORS 1700 MCMULLEN BOOTH RD., STE C-3 CLEARWATER FL 34619 US
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2. Principal Place of Business 21 40347 US 19 NORTH Suite, Apt. #, etc. 22 SUITE 201 City & State 23 TARPON SPRINGS, FL Zip Country 24 34689 25 US	2a. Mailing Address 26 P.O. Box 699 Suite, Apt. #, etc. 27 City & State 28 TARPON SPRINGS Zip Country 29 34689 30 US	3. Date Incorporated or Qualified 01/18/1979	4. FEI Number 59-2987566 Applied For Not Applicable
9. Name and Address of Current Registered Agent LEIGHTON, LEN % SEABOARD ARBORS MGMT SVCS INC 1700 MCMULLEN BOOTH RD, STE C3 CLEARWATER FL 34619		10. Name and Address of New Registered Agent 81 Name JREVE KARAGIANIS c/o JET PROPERTY MGMT INC 82 Street Address (P.O. Box Number is Not Acceptable) 40347 US 19 N- SUITE 201 83 84 City TARPON SPRINGS FL 85 Zip Code 34689	

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 Jrene Karagianis DATE 2-22-99
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PD	KAMPA, GERALDINE 1521 HEATHER RIDGE BLVD DUNEDIN FL	<input checked="" type="checkbox"/> DELETE	1.1 TITLE PD CLINCO, TONY 1557 HEATHER RIDGE BLVD DUNEDIN, FL 34698 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE VPD	LINDON, VIRGINIA 1801 E. LAKE ROAD., 4G PALM HARBOR FL	<input checked="" type="checkbox"/> DELETE	2.1 TITLE VPD GUY, BERT 1511 HEATHOR RIDGE BLVD DUNEDIN, FL 34698 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE SD	ENTWISTLE, LORRAINE 1531 HEATHER RIDGE BLVD DUNEDIN FL	<input checked="" type="checkbox"/> DELETE	3.1 TITLE SD RUOLPH, ERMA 1467 HEATHER RIDGE BLVD DUNEDIN, FL 34698 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE		<input type="checkbox"/> DELETE	4.1 TITLE D HOPPE, WARREN 1517 HEATHER RIDGE BLVD DUNEDIN, FL 34689 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE		<input type="checkbox"/> DELETE	5.1 TITLE D MCCAFFERTY, WILLIAM 1557 HEATHER RIDGE BLVD DUNEDIN, FL 34689 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE D DUNEDIN, FL 34689 <input type="checkbox"/> Change <input type="checkbox"/> Addition

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: Anthony M. [Signature] DATE 7-27-94
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E037 (11/98)