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Feb 22, 1999 8:00 am
Secretary of State

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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 # 746228

1. Corporation Name
BOCA GRANDE SHORES, INC.

Principal Place of Business 500 GULF BLVD. P.O. BOX 1547 BOCA GRANDE FL 33921	Mailing Address 500 GULF BLVD. P.O. BOX 1547 BOCA GRANDE FL 33921
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 03/13/1979
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 65-0574615
City & State 23	City & State 28	Applied For Not Applicable
Zip 24	Zip 29	Country 30
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

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
SPURGEON, MARK A 430 WE ST 4TH ST. BOCA GRANDE FL 33921				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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 _____ DATE _____
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 <input type="checkbox"/> DELETE	1.1 TITLE	V-D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALLEN, RALPH	1.2 NAME	
STREET ADDRESS	1401 S. FLORIDA AVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	LAKELAND FL	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCKEEL, F. GRAHAM	2.2 NAME	
STREET ADDRESS	ONE TPA.CITY CTR. #3500	2.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL	2.4 CITY-ST-ZIP	
TITLE	STD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ELIASON, JAMES D.	3.2 NAME	
STREET ADDRESS	505 HAVERHILL LANE	3.3 STREET ADDRESS	
CITY-ST-ZIP	SAFETY HARBOR FL	3.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	4.1 TITLE	P.D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SAFE, MIKE	4.2 NAME	
STREET ADDRESS	207 KING CAESAR ROAD	4.3 STREET ADDRESS	
CITY-ST-ZIP	BOCA GRANDE FL	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: MICHAEL SAFE DATE: 1-8-99 DAYTIME PHONE #: 617-523-1635

CR2E037 (1/98)