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NONPROFIT CORPORATION ANNUAL REPORT 1999

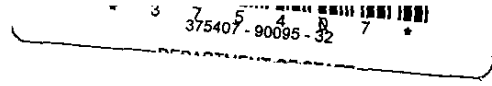


FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # 758964  
1. Corporation Name  
BAHIA DEL MAR HOMEOWNERS' ASSOCIATION, INC.

Principal Place of Business: BAHIA DEL MAR HOA, 148 PINELLAS BAYWAY, TIERRA VERDE FL 33715, US

Mailing Address: C/O RESOURCE PROP. MGMT., 148 PINELLAS BAYWAY, TIERRA VERDE FL 33715, US



2. Principal Place of Business 21 6025 SUN BLVD Suite, Apt. #, etc. 22 SUITE 202 City & State 23 ST. PETERSBURG Zip 24 33715	2a. Mailing Address 26 6025 SUN BLVD Suite, Apt. #, etc. 27 SUITE 202 City & State 28 ST. PETERSBURG Zip 29 33715	3. Date Incorporated or Qualified 06/29/1981	4. FEI Number 59-2094332	Applied For Not Applicable
Country 25 U.S.A.	Country 30 U.S.A.	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
9. Name and Address of Current Registered Agent ALLEN, LINDA L 148 PINELLAS BAYWAY TIERRA VERDE FL 33715		10. Name and Address of New Registered Agent		

81 Name ALBERTO FREDA	82 Street Address (P.O. Box Number is Not Acceptable) 6025 SUN BLVD	83 SUITE 202	84 City ST. PETERSBURG	85 Zip Code FL 33715
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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: *Alberto Freda*  
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE D	NEVTIPI, LEE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 6287 BAHIA DEL MAR CIR, #401		1.2 NAME	
CITY-ST-ZIP ST PETERSBURG FL 33715		1.3 STREET ADDRESS	
TITLE D	GUSTAFSON, CHUCK	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 6290 BAHIA DEL MAR CIR.		2.2 NAME	
CITY-ST-ZIP ST PETERSBURG FL		2.3 STREET ADDRESS	
TITLE DS	ENO, NORMA	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 6105 BAHIA DEL MAR CIR 787		3.2 NAME	
CITY-ST-ZIP ST PETERSBURG FL		3.3 STREET ADDRESS	
TITLE PD	LOHSS, HERMAN	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 6105 BAHIA DEL MAR CIRCLE #882		4.2 NAME	
CITY-ST-ZIP ST PETERSBURG FL		4.3 STREET ADDRESS	
TITLE TD	CROOK, ALFONSO	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 6085 BAHIA DEL MAR CIR, #105		5.2 NAME	
CITY-ST-ZIP ST PETERSBURG FL 33715		5.3 STREET ADDRESS	
TITLE D	LACK, STANLEY	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 6093 BAHIA DEL MAR CIR.		6.2 NAME	
CITY-ST-ZIP ST PETERSBURG FL		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: *Alberto Freda*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037-11/98