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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 # 766568

1. Corporation Name
VILLAS OF OCEAN DUNES ASSOCIATION, INC.

Principal Place of Business 1305 OCEAN DUNES CIRCLE JUPITER FL 33477	Mailing Address 1305 OCEAN DUNES CIRCLE JUPITER FL 33477
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 01/17/1983
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 59-2430064
City & State 23	City & State 28	Applied For Not Applicable
Zip 24	Country 25	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

BECKER & POLIAKOFF
WEBER, SHARON, A, ESQ
500 AUSTRALIAN AVE., SO. SUITE 900
WEST PALM BEACH FL 33401-5012

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	DORRA, DON	
STREET ADDRESS	612 OCEAN DUNES CIRCLE	
CITY-ST-ZIP	JUPITER FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	TURANO, MICHAEL	
STREET ADDRESS	812 OCEAN DUNES CIR.	
CITY-ST-ZIP	JUPITER FL	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	AMSTER, DANIEL	
STREET ADDRESS	1526 OCEAN DUNES CIR	
CITY-ST-ZIP	JUPITER FL 33477	
TITLE	VPD	<input type="checkbox"/> DELETE
NAME	DANIELS, GERALDINE	
STREET ADDRESS	624 OCEAN DUNES CIR	
CITY-ST-ZIP	JUPITER FL 33477	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	PUZZO, ANTHONY	
STREET ADDRESS	1118 OCEAN DUNES CIRCLE	
CITY-ST-ZIP	JUPITER FL	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	WEBER, WILLIAM	
STREET ADDRESS	1105 OCEAN DUNES CIR.	
CITY-ST-ZIP	JUPITER FL	

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 checked="" type="checkbox"/> Addition
5.2 NAME	TD Williams, Galen
5.3 STREET ADDRESS	607 Ocean Dunes Circle
5.4 CITY-ST-ZIP	Jupiter, FL 33477
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	VPD
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]* SIGNATURE REQUIRED *[Signature]* DATE: 2-2-99 DAYTIME PHONE #: 561-624-2064

CR2E037 (11/98)