

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

1

PROFIT CORPORATION ANNUAL REPORT 1999



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

99 APR 23 PM 3:10

FLORIDA DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA

DOCUMENT # 809688
 1. Corporation Name
ATLANTIC GULF COMMUNITIES CORPORATION

Principal Place of Business Mailing Address
 LEGAL DEPT. 9TH FLOOR LEGAL DEPT. 9TH FLOOR
 2601 S BAYSHORE DR 2601 S BAYSHORE DR
 MIAMI FL 33133-2461 MIAMI FL 33133-2461

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	4. FEI Number	Applied For
21	26	02/22/1954	59-0720444	Not Applicable
22. Suite, Apt. #, etc.	27. Suite, Apt. #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required	
23. City & State	28. City & State	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees	
24. Zip	29. Zip	8. This corporation owes the current year intangible Personal Property Tax	<input type="checkbox"/> Yes <input type="checkbox"/> No	
25. Country	30. Country			

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
GOLDMAN, JOEL K LEGAL DEPT. 9TH FLOOR 2601 S BAYSHORE DR MIAMI FL 33133	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 607.0502 and 607.1508 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 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent's signature required when resigning) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CPD	11 TITLE	EVP/CFO
NAME	RUTHERFORD, LARRY J.	12 NAME	Jeffrey, Thomas W.
STREET ADDRESS	2601 S. BAYSHORE DRIVE	13 STREET ADDRESS	2601 S. Bayshore Drive
CITY, ST, ZIP	MIAMI FL 33133	14 CITY, ST, ZIP	Miami, Florida 33133-2461
TITLE	SVP	21 TITLE	EVP/COO
NAME	GILLETTE, THOMAS J.	22 NAME	Laguardia, John
STREET ADDRESS	2601 S. BAYSHORE DRIVE	23 STREET ADDRESS	2601 S. Bayshore Drive
CITY, ST, ZIP	MIAMI FL 33133	24 CITY, ST, ZIP	Miami, Florida 33133-2461
TITLE	VS	31 TITLE	SVP
NAME	GOLDMAN, JOEL K	32 NAME	Weed, Frank
STREET ADDRESS	2601 S BAYSHORE DR	33 STREET ADDRESS	2601 S. Bayshore Drive
CITY, ST, ZIP	MIAMI FL	34 CITY, ST, ZIP	Miami, Florida 33133-2461
TITLE	VAS	41 TITLE	V
NAME	LANGLEY, MARCIA N	42 NAME	Allen, Matthew
STREET ADDRESS	2601 S BAYSHORE DR	43 STREET ADDRESS	2601 S. Bayshore Drive
CITY, ST, ZIP	MIAMI FL	44 CITY, ST, ZIP	Miami, Florida 33133-2461
TITLE	VAS	51 TITLE	SVP
NAME	COOK, PAULA	52 NAME	Anness, Lisa D.
STREET ADDRESS	2601 S. BAYSHORE DR	53 STREET ADDRESS	2601 S. Bayshore Drive
CITY, ST, ZIP	MIAMI FL 33133	54 CITY, ST, ZIP	Miami, Florida 33133-2461
TITLE	SVP	61 TITLE	V/T
NAME	WOODBURY, KIMBALL D	62 NAME	Fischer, John H.
STREET ADDRESS	2601 S BAYSHORE DRIVE	63 STREET ADDRESS	2601 S. Bayshore Drive
CITY, ST, ZIP	MIAMI FL 33133	64 CITY, ST, ZIP	Miami, Florida 33133-2461

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 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or in an attachment with an address, with all other like empowered

SIGNATURE: _____ DATE: 4-8-99 305,859,4000

Atlantic Gulf Communities Corporation
Document No. 809688

(2)

No.13 (Con't) Additions/Changes to Officers and Directors in 12

7.1 Title 7.2 Name 7.3 Street Address 7.4 City-St-Zip	V Kinsey, Susan M. 2601 S. Bayshore Drive Miami, Florida 33133-2461	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
8.1 Title 8.2 Name 8.3 Street Address 8.4 City-St-Zip	V Lerner, Harry 2601 S. Bayshore Drive Miami, Florida 33133-2461	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
9.1 Title 9.2 Name 9.3 Street Address 9.4 City-St-Zip	V O'Grady, Kevin M. 2601 S. Bayshore Drive Miami, Florida 33133-2461	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
10.1 Title 10.2 Name 10.3 Street Address 10.4 City-St-Zip	V Christian, Cotter 2601 S. Bayshore Drive Miami, Florida 33133-2461	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
11.1 Title 11.2 Name 11.3 Street Address 11.4 City-St-Zip	V Mancebo, Lino 2601 S. Bayshore Drive Miami, Florida 33133-2461	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
12.1 Title 12.2 Name 12.3 Street Address 12.4 City-St-Zip	D Agranoff, Gerald N. c/o 2601 S. Bayshore Drive Miami, Florida 33133-2461	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
13.1 Title 13.2 Name 13.3 Street Address 13.4 City-St-Zip	D DeFrancis, James M. c/o 2601 S. Bayshore Drive Miami, Florida 33133-2461	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
14.1 Title 14.2 Name 14.3 Street Address 14.4 City-St-Zip	D Koenig, Stuart F. c/o 2601 S. Bayshore Drive Miami, Florida 33133-2461	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
15.1 Title 15.2 Name 15.3 Street Address 15.4 City-St-Zip	D Koenigsberger, Ricardo c/o 2601 S. Bayshore Drive Miami, Florida 33133-2461	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
16.1 Title 16.2 Name 16.3 Street Address 16.4 City-St-Zip	D MacDonald, Charles K. c/o 2601 S. Bayshore Drive Miami, Florida 33133-2461	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
17.1 Title 17.2 Name 17.3 Street Address 17.4 City-St-Zip	D Nelbart, Lee c/o 2601 S. Bayshore Drive Miami, Florida 33133-2461	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition