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May 15, 1999 8:00 am
Secretary of State

05-15-1999 90026 031 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # *F940000 05002 OK*

1. Corporation Name
 CAPSTONE CAPITAL OF BONITA BAY, INC.

Principal Place of Business Mailing Address
 3310 WEST END AVENUE SUITE 700 NASHVILLE, TN 37203

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
 9/13/94
 4. FEI Number
 63-1127900 Applied For Not Applicable
 5. Certificate of Status Desired \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip Country 28 Zip Country
 24 25 29 30

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION, FL 33324

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 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

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

12. OFFICERS AND DIRECTORS

TITLE	SEE ATTACHED	<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
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 607, 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 W. Crisler* MICHAEL W. CRISLER VICE PRESIDENT (615) 269-8175
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

552114-90026-31
F94000005002

Corporate Records of: **CAPSTONE CAPITAL OF BONITA BAY, INC.**

State of Incorporation: Alabama
Date of Incorporation: September 13, 1994
Date of Acquisition: October 15, 1998

OFFICERS:	David R. Emery	President and Chief Executive Officer
	Timothy G. Wallace	Executive Vice President & Chief Financial Officer
	Roger O. West	Executive Vice President & General Counsel
	Fredrick M. Langreck	Senior Vice President and Treasurer
	Scott W. Holmes	Senior Vice President Financial Reporting
	Michael W. Crisler	Vice President Financial Planning
	Carter Steele	Vice President Real Estate Investments
	Keith Harville	Vice President Real Estate Investments
	Eric W. Fischer	Vice President Real Estate Investments
	Leigh Ann Stach	Vice President and Controller
	Rita H. Todd	Secretary

DIRECTORS: David Emery

Shareholder: Capstone Capital Corporation – 100%

Shares Authorized: 1,000 shares common stock at \$.01 par value
Shares issued and outstanding are: 1,000 shares

FEIN: 63-1127900

Registered Agent: The Corporation Company (CT Corporation)
2000 Interstate Parkway Drive, Suite 204
Montgomery, AL 36104

States Qualified in: Florida September 27, 1994 File No. 94 00000 5002
R. A.: CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324