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NONPROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # N09693

1. Corporation Name

BCARG HOMES II, INC.

NC / 2-18-99
Woodsmeere Estates Inc.

Principal Place of Business

980 BRIDLE LN
 ROCKLEDGE FL 32955
 US

Mailing Address

1694 CEDAR ST
 ROCKLEDGE FL 32955
 US



2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

24 Zip Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

29 Zip Country

3. Date Incorporated or Qualified

06/11/1985

4. FEI Number

59-2864284

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent

DRESSLER, JAMES R
 110 DIXIE LANE
 COCOA BEACH FL 32931

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

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 DELETE

NAME: KRAFTCHICK, MS. JUDY
 STREET ADDRESS: 6370 N WICKHAM RD
 CITY-ST-ZIP: MELBOURNE FL

TITLE DELETE

NAME: SHINN, MR. GREGG
 STREET ADDRESS: 1934 S FISKE BLVD
 CITY-ST-ZIP: ROCKLEDGE FL

TITLE DELETE

NAME: NUTTING, MR CHARLES
 STREET ADDRESS: 719 E HIBISCUS BLVD
 CITY-ST-ZIP: MELBOURNE FL

TITLE DELETE

NAME: OSBORNE, MAC
 STREET ADDRESS: C/O TRAVIS HDW, 300 DELANNOY AVE
 CITY-ST-ZIP: COCOA FL

TITLE DELETE

NAME: SCHWEINSBERG, JOHN R. JR.
 STREET ADDRESS: 850 BELHURST LN
 CITY-ST-ZIP: ROCKLEDGE FL

TITLE DELETE

NAME: SWIFT, BARRY
 STREET ADDRESS: 201 BARTON BLVD
 CITY-ST-ZIP: ROCKLEDGE FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

2.1 TITLE Change Addition

2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

3.1 TITLE Change Addition

3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

4.1 TITLE Change Addition

4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

5.1 TITLE Change Addition

5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

6.1 TITLE Change Addition

6.2 NAME
 6.3 STREET ADDRESS
 6.4 CITY-ST-ZIP

PAID
CD
VD Gerard Ryan
1670 S. Fiske Blvd.
Rockledge, FL 32955

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

3/24/99 (407) 690-3464

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR29037 (11/98)