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FILED
Apr 20 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # N13405 (8)
1. Corporation Name
CHELSEA WOODS HOMEOWNERS ASSOCIATION, INC.



Principal Place of Business: P.O. BOX 15534 CLEARWATER FL 34629-5534
Mailing Address: 552 MAIN STREET SAFETY HARBOR FL 34695

3. Date Incorporated or Qualified: 02/12/1986

4. FEI Number: 59-2804327
Applied For: Not Applicable:

2. Principal Place of Business (21-24) and Mailing Address (25-30) fields with sub-headers for Suite, City & State, Zip, and Country.

5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
7. Is this nonprofit corporation a homeowners association? Yes No
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent: MEZER, STEVEN H P.A. 1212 COURT STREET, STE B CLEARWATER FL 34626

10. Name and Address of New Registered Agent (81-85) fields: Name, Street Address, City, State (FL), 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: _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	PRITZ, BILL	
STREET ADDRESS	2857 CHELSEA PLACE SOUTH	
CITY-ST-ZIP	CLEARWATER FL 34619	
TITLE	SD	<input checked="" type="checkbox"/> DELETE
NAME	WEINBERG, SUSAN	
STREET ADDRESS	2821 CHELSEA PL S	
CITY-ST-ZIP	CLEARWATER FL	
TITLE	T	<input type="checkbox"/> DELETE
NAME	POTENZA, LORI	
STREET ADDRESS	2583 CHELSEA PLACE SOUTH	
CITY-ST-ZIP	CLEARWATER FL 34619	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GORDON, MICHAEL	
STREET ADDRESS	2880 CHELSEA PLACE SOUTH	
CITY-ST-ZIP	CLEARWATER FL 34619	
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	V.P/D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Green, Steve	
1.3 STREET ADDRESS	2864 Chelsea Place South	
1.4 CITY-ST-ZIP	Clearwater, FL 33759	
2.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Gill, Leni	
2.3 STREET ADDRESS	2881 Chelsea Place South	
2.4 CITY-ST-ZIP	Clearwater, FL 33759	
3.1 TITLE	SD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	POTENZA, LORI	
3.3 STREET ADDRESS	2583 CHELSEA PLACE SOUTH	
3.4 CITY-ST-ZIP	CLEARWATER, FL 33759	
4.1 TITLE	D/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	GORDON, MICHAEL	
4.3 STREET ADDRESS	2880 CHELSEA PLACE SOUTH	
4.4 CITY-ST-ZIP	CLEARWATER, FL 33759	
5.1 TITLE	T/D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Juhl, Donna	
5.3 STREET ADDRESS	2868 Chelsea Place North	
5.4 CITY-ST-ZIP	Clearwater, FL 33759	
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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: _____

Michael Gordon 3-16-98

CR2E037 (10/97)