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Feb 25, 1999 8:00 am
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02-25-1999 90020 049 ****61.25

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NONPROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # N18301

1. Corporation Name

DERBY DOWNS CONDOMINIUM ASSOCIATION, INC.

Principal Place of Business

2516 SW 27TH AVENUE
 P.O. BOX 2495
 OCALA FL 34478
 US

Mailing Address

2516 SW 27TH AVENUE
 P.O. BOX 2495
 OCALA FL 34478
 US



2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip 25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

28 City & State

29 Zip 30 Country

3. Date Incorporated or Qualified

12/17/1986

4. FEI Number

65-0106731

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

9. Name and Address of Current Registered Agent

DAY, JAMES E
 2516 S.W. 27TH AVE
 OCALA FL 34474

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 DS DELETE
 NAME SCHNACKE, LOIS
 STREET ADDRESS 7931 MIDWAY DRIVE TERR. G102
 CITY-ST-ZIP OCALA FL

TITLE PD DELETE
 NAME FOBERG, LONNIE
 STREET ADDRESS 7911 MIDWAY DR TERR F201
 CITY-ST-ZIP OCALA FL

TITLE TD DELETE
 NAME KLINGMAN, BETTY
 STREET ADDRESS 7888 MIDWAY DRIVE TERRACE U102
 CITY-ST-ZIP OCALA FL

TITLE D DELETE
 NAME DIMARTINI, SEBASTIAN
 STREET ADDRESS 7987 MIDWAY DR TERR, K103
 CITY-ST-ZIP OCALA FL 34472

TITLE D DELETE
 NAME MAGGIANI, BETTY
 STREET ADDRESS 7874 MIDWAY DRIVE TERR. V102
 CITY-ST-ZIP OCALA FL

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

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 VD Change Addition
 2.2 NAME Meyer, Virginia
 2.3 STREET ADDRESS 7888 Midway Dr., Terr. U103
 2.4 CITY-ST-ZIP Ocala, FL 34472

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

4.1 TITLE PD Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME McIntosh, Marlene
 5.3 STREET ADDRESS 7930 Midway Dr. Terr. R102
 5.4 CITY-ST-ZIP Ocala, FL 34472

6.1 TITLE Change 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, with all other like empowered.

SIGNATURE: *Sebastian DiMartini* 2/4/99

352/237-7277

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E037 (1/198)