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Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
			
DOCUMENT # N25816 1. Corporation Name KELLY GREENS COMMUNITY ASSOCIATION II, INC.			
Principal Place of Business C/O MARQUIS MGMT. 9400 GLADIOLUS DR. #100 FORT MYERS FL 33908 US		Mailing Address C/O MARQUIS MGMT. 9400 GLADIOLUS DR. #100 FORT MYERS FL 33908 US	



373178-90051-1 6 *

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/07/1988	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0105791	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country		

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
STILPHEN, PETER A C/O MARQUIS MGMT. 9400 GLADIOLUS DR, #100 FORT MYERS FL 33908				81	Name
				82	Michael Fleming c/o
				83	Marquis Management Inc.
				84	9400 Gladiolus Dr. #100 Fort Myers, Fl. 33908
				85	Zip Code

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, Florida Statutes, the above-named office or registered agent, or both, of 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]* DATE: **2/1/99**

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	1.1 TITLE	VP VD VICE PRES.
NAME	MYATT, JACK	1.2 NAME	Conrad Matuzek
STREET ADDRESS	12090 KELLY GREENS BLVD., #129	1.3 STREET ADDRESS	12050 Kelly Greens Blvd #129
CITY-ST-ZIP	FORT MYERS FL	1.4 CITY-ST-ZIP	Fl. Myers, FL 33908
TITLE	TD	2.1 TITLE	
NAME	FRASH, NORBERT	2.2 NAME	
STREET ADDRESS	12130 KELLY GREENS BLVD #96	2.3 STREET ADDRESS	
CITY-ST-ZIP	FORT MYERS FL 33908	2.4 CITY-ST-ZIP	
TITLE	SD	3.1 TITLE	President (PO)
NAME	HEVER, L A	3.2 NAME	Hever L.A.
STREET ADDRESS	12210 KELLY GREENS BLVD #74	3.3 STREET ADDRESS	12210 Kelly Greens Blvd #74
CITY-ST-ZIP	FT MYERS FL 33908	3.4 CITY-ST-ZIP	Fl. Myers, FL 33908
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: *[Signature]* DATE: **2-9-99**

CR2E037 (1/198)