
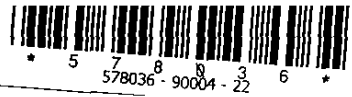


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May 10, 1999 8:00 am
Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N31726
 1. Corporation Name
GRAN PARK AT PORT SALERNO OWNERS ASSOCIATION, INC.



Principal Place of Business C/O C F ZELLERS, JR P O BOX 1048 ST AUGUSTINE FL 32085	Mailing Address C/O C F ZELLERS, JR P O BOX 1048 ST AUGUSTINE FL 32085
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2. Principal Place of Business 21 Suits, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suits, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 04/14/1989	4. FEI Number NOT APPLICABLE Applied For Not Applicable
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9. Name and Address of Current Registered Agent PAINE, LAWRENCE 1650 PRUDENTIAL DR STE 400 JACKSONVILLE FL 32207	10. Name and Address of New Registered Agent 81 Name: Heidi J. Eddins 82 Street Address (P.O. Box Number is Not Acceptable): One Malaga St. 83 84 City St. Augustine FL 32084
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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: Heidi J. Eddins DATE: 5/2/99

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: PD	NAME: ZELLERS, CARL F. JR. STREET ADDRESS: 1650 PRUDENTIAL DR. CITY-ST-ZIP: JACKSONVILLE FL	1.1 TITLE: Chairman	1.2 NAME: R.W. Anestis 1.3 STREET ADDRESS: One Malaga St. 1.4 CITY-ST-ZIP: St. Augustine, FL 32084
TITLE: D	NAME: JONES, RAYMOND J. STREET ADDRESS: 1650 PRUDENTIAL DR. CITY-ST-ZIP: JACKSONVILLE FL	2.1 TITLE: Vice President	2.2 NAME: R.F. MacSwain 2.3 STREET ADDRESS: One Malaga St. 2.4 CITY-ST-ZIP: St. Augustine, FL 32084
TITLE: VST	NAME: WEST, G P STREET ADDRESS: 1650 PRUDENTIAL DRIVE CITY-ST-ZIP: JACKSONVILLE FL	3.1 TITLE: Treasurer	3.2 NAME: G.P. West 3.3 STREET ADDRESS: One Malaga St. 3.4 CITY-ST-ZIP: St. Augustine, FL 32084
TITLE:	NAME:	4.1 TITLE: Vice President - Secretary	4.2 NAME: Heidi J. Eddins 4.3 STREET ADDRESS: One Malaga St. 4.4 CITY-ST-ZIP: St. Augustine, FL 32084
TITLE:	NAME:	5.1 TITLE:	5.2 NAME:
TITLE:	NAME:	6.1 TITLE:	6.2 NAME:

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(b), 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 as an attachment with an address, with all other like empowered.

SIGNATURE: Heidi J. Eddins DATE: 4/30/99
 SIGNATURE AND TYPED OR PRINTED NAME OF BOARD OFFICER OR DIRECTOR

CR2E037 (1/98)

SEE INSTRUCTIONS ON REVERSE SIDE OF FORM