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May 13 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 # N36646 (0)
1. Corporation Name
WYNDTREE PHASE 2 ASSN., INC.



Principal Place of Business: C/O MAJESTIC PROP MGMT. 4800 MILE STRETCH DR. HOLIDAY FL 34690
Mailing Address: POST OFFICE BOX 3370 HOLIDAY FL 34690

3. Date Incorporated or Qualified: 02/12/1990
4. FEI Number: 59-3060103
Applied For: Not Applicable

21. Principal Place of Business: RESOURCE PROP. MGMT. 287-905 E. M.L. KING JR. DR. TARPON SPRINGS FL 34689
22. Suite, Apt. #, etc.: 227
23. City & State: TARPON SPRINGS
24. Zip: 34689 25. Country: USA
26. Mailing Address: 905 E. M.L. KING JR. DR. 27. Suite, Apt. #, etc.: 227
28. City & State: TARPON SPRINGS
29. Zip: 34689 30. Country: USA

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
REIMER, FREDERICK
4800 MILE STRETCH DR.
HOLIDAY FL 34690

10. Name and Address of New Registered Agent
81. Name: CAROLE DUKKOWATH RESOURCE Prop. Mgmt.
82. Street Address (P.O. Box Number is Not Acceptable): 905 E. M.L. KING JR. DR.
83. Zip Code: 34689
84. City: TARPON SPRINGS FL 85. Zip Code: 34689

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: Carole Dukkowath, LEAM DATE: 4-17-98
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	HUDDINS, JOYCE	
STREET ADDRESS	7420 RAWSON COURT	
CITY-ST-ZIP	NEW PORT RICHEY FL 34655	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	RUSSIAN, PAULA	
STREET ADDRESS	7420 EAVESBROUGH LANE	
CITY-ST-ZIP	NEW PORT RICHEY FL 34655	
TITLE	TD	<input checked="" type="checkbox"/> DELETE
NAME	SPENCER, LEISHA	
STREET ADDRESS	7421 EAVESBROUGH LANE	
CITY-ST-ZIP	NEW PORT RICHEY FL 34655	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	PEMBERTON, MICHAEL	
STREET ADDRESS	1022 FINCASTLE COURT	
CITY-ST-ZIP	NEW PORT RICHEY FL 34655	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	RICHARD BRINKMAN	
STREET ADDRESS	7386 EAVESBOROUGH LANE	
CITY-ST-ZIP	NEW PORT RICHEY FL 34655	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	JOE BLUMBERG	
STREET ADDRESS	7387 EAVESBOROUGH LANE	
CITY-ST-ZIP	NEW PORT RICHEY FL 34655	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	TD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input checked="" 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: [Signature] DATE: 4-17-98

CR2E037 (10/97)