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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # N36755

1. Corporation Name

THE MEADOWS OF SUGAR MILL, INC.

Principal Place of Business

RED MAPLE WAY. LOCH LINNHE
 LOCH LAGGAN. LOCH LOMOND
 NEW SMYRNA BEACH FL 32168
 US

Mailing Address

ATLANTIC COMM ASSOC MGMT & ACCT INC.
 507 HERBERT ST., STE. C
 PORT ORANGE FL 32119
 US



2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

3. Date Incorporated or Qualified

02/22/1990

4. FEI Number

59-3028649

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

REIMER, R L
 %ATLANTIC COMM ASSOC MGMT & ACC INC
 507 HERBERT ST., STE. C
 PORT ORANGE FL 32119

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

OFFICERS AND DIRECTORS

TITLE PD DELETE
 NAME BRYDON, THOMAS
 STREET ADDRESS 674 INVERNESS CT
 CITY-ST-ZIP NEW SMYRNA BEACH FL

TITLE SD DELETE
 NAME GROLL, MARVIN
 STREET ADDRESS 837 SAWGRASS LANE
 CITY-ST-ZIP NEW SMYRNA BEACH FL

TITLE VD DELETE
 NAME SCHULTZ, THOMAS R
 STREET ADDRESS 1124 LOCH LOMOND CT
 CITY-ST-ZIP NEW SMYRNA BCH FL

TITLE TD DELETE
 NAME OBROW, IRVING W
 STREET ADDRESS 628 ST ANDREWS CIRCLE
 CITY-ST-ZIP NEW SMYRNA BEACH FL

TITLE D DELETE
 NAME MARTIN, DONALD
 STREET ADDRESS 1104 RED MAPLE WAY
 CITY-ST-ZIP NEW SMYRNA BCH FL

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE D Change Addition
 1.2 NAME THOMAS BRYDON
 1.3 STREET ADDRESS 674 INVERNESS CT.
 1.4 CITY-ST-ZIP NEW SMYRNA BEACH, FL 32168

2.1 TITLE D Change Addition
 2.2 NAME MARVIN GROLL
 2.3 STREET ADDRESS 837 SAWGRASS LANE
 2.4 CITY-ST-ZIP NEW SMYRNA BEACH, FL 32168

3.1 TITLE P/D Change Addition
 3.2 NAME FRANK HENDRICKSON
 3.3 STREET ADDRESS 1121 LOCH LOMOND CT.
 3.4 CITY-ST-ZIP NEW SMYRNA BEACH, FL 32168

4.1 TITLE V/D Change Addition
 4.2 NAME TONY MASTRULLO
 4.3 STREET ADDRESS 1067 RED MAPLE WAY
 4.4 CITY-ST-ZIP NEW SMYRNA BEACH, FL 32168

5.1 TITLE S/T/D Change Addition
 5.2 NAME JEANNE ATKINSON
 5.3 STREET ADDRESS 1069 RED MAPLE WAY
 5.4 CITY-ST-ZIP NEW SMYRNA BEACH, FL 32168

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:

FRANK HENDRICKSON
 Franchise Agent

18 Mar 99

904-760-7365

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E037 (11/98)