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Apr 25 1997 8:00am
Secretary of State

NONPROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # N43439 (1)
1. Corporation Name
HOMES OF REGENCY COVE, INC.



Principal Place of Business Mailing Address
4851 GANDY BLVD. - OFFICE 4851 GANDY BLVD. - OFFICE
TAMPA FL 33611 TAMPA FL 33611-3039

3. Date Incorporated or Qualified 05/16/1991 3a. Date of Last Report 02/29/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26	59-2654048	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required
22	27		
City & State	City & State	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
23	28		
Zip	Country	7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	Yes No
24	25	29	30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

BREEDEN, LESTER R
4851 GANDY BLVD
4851 GANDY BLVD.
TAMPA FL 33611

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	1.1 TITLE	
NAME	BREEDEN, LESTER	1.2 NAME	
STREET ADDRESS	4851 GANDY BLVD B11L32	1.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL	1.4 CITY-ST-ZIP	
TITLE	DV	2.1 TITLE	
NAME	SOUSA, WALTER	2.2 NAME	
STREET ADDRESS	4851 GANDY BLVD 2 PELICAN	2.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	
NAME	MITCHELL, GEORGE	3.2 NAME	Douglas, Cameron
STREET ADDRESS	4851 GANDY BLVD C-16	3.3 STREET ADDRESS	4851 Gandy Blvd B11L41
CITY-ST-ZIP	TAMPA FL	3.4 CITY-ST-ZIP	Tampa, FL 33611
TITLE	DT	4.1 TITLE	
NAME	GOODWIN, ROBERT	4.2 NAME	
STREET ADDRESS	4851 GANDY BLVD 8 LOT 40	4.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	D
NAME	ARIETA, FRANK	5.2 NAME	Sullivan, William
STREET ADDRESS	4851 GANDY BLVD 6 SUNSET	5.3 STREET ADDRESS	4851 Gandy Blvd B14L34
CITY-ST-ZIP	TAMPA FL	5.4 CITY-ST-ZIP	Tampa, FL 33611
TITLE	DS	6.1 TITLE	DS
NAME	SPARROW, NANCY	6.2 NAME	Wagner, Esther
STREET ADDRESS	4851 GANDY BLVD 10 LOT 29	6.3 STREET ADDRESS	4851 Gandy Blvd B09L30
CITY-ST-ZIP	TAMPA FL	6.4 CITY-ST-ZIP	Tampa, FL 33611

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), 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] 4/7/97

CR2E037 (9/96)