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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # N92000000957

1. Corporation Name

MAINLANDS MASTER ASSOCIATION, INC.

Principal Place of Business

10161 - 49TH STREET NORTH
 PINELLAS PARK FL 34666

Mailing Address

10161 - 49TH STREET NORTH
 PINELLAS PARK FL 34666



2. Principal Place of Business

2a. Mailing Address

3. Date Incorporated or Qualified

12/28/1992

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

4. FEI Number

59-3160435

Applied For

Not Applicable

23 City & State

27 City & State

5. Certificate of Status Desired

\$8.75 Additional
 Fee Required

24 Zip Country

29 Zip Country

6. Election Campaign Financing
 Trust Fund Contribution

\$5.00 May Be
 Added to Fees

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

BRUDNY, MICHAEL J.
4830 W. KENNEDY BLVD., SUITE 985
ONE URBAN CENTRE
TAMPA FL 33609

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

T DELETE
 NAME PEIL, GLEN
 STREET ADDRESS 9823-36TH WAY
 CITY-ST-ZIP PINELLAS PARK FL

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

P DELETE
 NAME CONNOLLY, ETHEL
 STREET ADDRESS 3925 MAINLANDS BLVD.
 CITY-ST-ZIP PINELLAS PARK FL 34666

2.1 TITLE Change Addition
 2.2 NAME P
 2.3 STREET ADDRESS DUFFIELD, CLYDE (SKIP)
 2.4 CITY-ST-ZIP 9673 MAINLANDS BLVD. W.
 PINELLAS PARK, FL 33782

S DELETE
 NAME HAHN, DICK
 STREET ADDRESS 9149-42ND LANE
 CITY-ST-ZIP PINELLAS PARK FL

3.1 TITLE Change Addition
 3.2 NAME S
 3.3 STREET ADDRESS BREEDEN, LES
 3.4 CITY-ST-ZIP 10041 40TH STREET
 PINELLAS PARK, FL 33782

VD DELETE
 NAME DUGFFIELD, CLYDE (SKIP)
 STREET ADDRESS 9673 MAINLANDS BLVD. WEST
 CITY-ST-ZIP PINELLAS PARK FL 34666

4.1 TITLE Change Addition
 4.2 NAME VD
 4.3 STREET ADDRESS DEBE, GORDON
 4.4 CITY-ST-ZIP 9220 40TH Street
 Pinellas Park, FL 33782

VD DELETE
 NAME ELLER, CONNIE
 STREET ADDRESS 9639 41ST ST
 CITY-ST-ZIP PINELLAS PARK FL 34666

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

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:

Clyde Duffield
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/27/99 (727) 573-5670
 Date Daytime Phone #

CR2E037 (1/98)