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May 19 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 # N94000001381 (2)

1. Corporation Name  
WATERFORD VII, INC.



Principal Place of Business: 13500 WORTHINGTON WAY, BONITA SPRINGS FL 33422, US  
Mailing Address: 13500 WORTHINGTON WAY, BONITA SPRINGS F 34135-3476, US

3. Date Incorporated or Qualified: 03/21/1994  
3a. Date of Last Report: 05/01/1996  
4. FEI Number: 65-0500429  
5. Certificate of Status Desired:  \$8.75 Additional Fee Required  
6. Election Campaign Financing Trust Fund Contribution:  \$5.00 May Be Added to Fees  
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes:  Yes  No

2. Principal Place of Business: 21 Suite, Apt. #, etc.; 22 City & State; 23 Zip 34135, Country; 24

9. Name and Address of Current Registered Agent  
KRAUS, CHERYL R P.A.  
1100 FIFTH AVENUE SOUTH, #201  
NAPLES FL 33940

10. Name and Address of New Registered Agent  
81 Name: JOHN P. SZABO  
82 Street Address (P.O. Box Number is Not Acceptable): 13500 WORTHINGTON WAY  
83 BONITA SPRINGS, FL 34135  
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: *John P. Szabo*  
Signature typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	DP	<input checked="" type="checkbox"/> DELETE
NAME	ROSS, JOHN	
STREET ADDRESS	13500 WORTHINGTON WAY	
CITY-ST-ZIP	BONITA SPRINGS F	
TITLE	DVT	<input checked="" type="checkbox"/> DELETE
NAME	HARRIS, WILLIAM	
STREET ADDRESS	13500 WORTHINGTON WAY	
CITY-ST-ZIP	BONITA SPRINGS FL	
TITLE	DVS	<input checked="" type="checkbox"/> DELETE
NAME	FULLER, MAGDELNE	
STREET ADDRESS	13500 WORTHINGTON WAY	
CITY-ST-ZIP	BONITA SPRINGS FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	DP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	ALKON, ALVIN	
1.3 STREET ADDRESS	13500 WORTHINGTON WAY	
1.4 CITY-ST-ZIP	BONITA SPRINGS, FL 34135	
2.1 TITLE	DVT	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	BAKER, DONALD	
2.3 STREET ADDRESS	13500 WORTHINGTON WAY	
2.4 CITY-ST-ZIP	BONITA SPRINGS, FL 34135	
3.1 TITLE	DVS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	LICHTENBERG, D. EVELYN	
3.3 STREET ADDRESS	13500 WORTHINGTON WAY	
3.4 CITY-ST-ZIP	BONITA SPRINGS, FL 34135	
4.1 TITLE		<input 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 type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I do 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: *Alvin Alkon*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: ALVIN ALKON 4/16/97 941/495-0244

CR2E037 (9/96)