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 May 20 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 # N96000002103 (7)
 1. Corporation Name
 FAWN COVE HOMEOWNERS ASSOCIATION, INC.



Principal Place of Business Mailing Address
 3675 PARKWAY DRIVE MELBOURNE FL 32934 3675 PARKWAY DRIVE MELBOURNE FL 32934

3. Date Incorporated or Qualified
 04/18/1996
 4. FEI Number
 59-3376986 Applied For Not Applicable

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip Country 28 Zip Country
 24 25 29 30

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
 MCKINLEY, JOHN A
 3480 DEER TRAIL
 MELBOURNE FL 32934

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D MCKINLEY, JOHN A	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCKINLEY, JOHN A	1.2 NAME	
STREET ADDRESS	4927 FLORA DR	1.3 STREET ADDRESS	
CITY-ST-ZIP	MELBOURNE FL 32934	1.4 CITY-ST-ZIP	
TITLE	D OCONNOR, DOUG	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OCONNOR, DOUG	2.2 NAME	
STREET ADDRESS	3675 PARKWAY DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	MELBOURNE FL 32934	2.4 CITY-ST-ZIP	
TITLE	D BROWN, KAREN	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROWN, KAREN	3.2 NAME	
STREET ADDRESS	5055 SMITHFIELD	3.3 STREET ADDRESS	
CITY-ST-ZIP	MELBOURNE FL 32934	3.4 CITY-ST-ZIP	
TITLE	GARY M. ORRISON	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	GARY M. ORRISON	4.2 NAME	
STREET ADDRESS	2641 CROOKED ANTLER DR	4.3 STREET ADDRESS	
CITY-ST-ZIP	Melbourne, FL 32934	4.4 CITY-ST-ZIP	
TITLE	President	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 _____ DATE 5/15/98

CR2E037 (10/97)