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NONPROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # N97000000019

1. Corporation Name

CAREFREE CLUBHOUSE CORPORATION

Principal Place of Business

3000 CAREFREE BLVD.
 FORT MYERS FL 33917

Mailing Address

3000 CAREFREE BLVD.
 FORT MYERS FL 33917



2. Principal Place of Business

21 Suite, Apt. #, etc.

23 City & State

24 Zip Country

2a. Mailing Address

26 Suite, Apt. #, etc.

28 City & State

29 Zip Country

3. Date Incorporated or Qualified

12/23/1996

4. FEI Number

65-0715178

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

RAZETE, GINA
 3000 CAREFREE BLVD.
 FORT MYERS FL 33917

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

12. OFFICERS AND DIRECTORS

TITLE PTD DELETE
 NAME RAZETE, GINA
 STREET ADDRESS 3000 CAREFREE BLVD.
 CITY-ST-ZIP FORT MYERS FL 33917

TITLE VSD DELETE
 NAME GROENE, CATHY
 STREET ADDRESS 3000 CAREFREE BLVD.
 CITY-ST-ZIP FORT MYERS FL 33917

TITLE D DELETE
 NAME COLLER, SUE
 STREET ADDRESS 3000 CAREFREE BLVD.
 CITY-ST-ZIP FORT MYERS FL 33917

TITLE Chair DELETE
 NAME LOIS HALL
 STREET ADDRESS 3000 CAREFREE BLVD.
 CITY-ST-ZIP FT MYERS, FL 33917

TITLE Treasurer DELETE
 NAME PALLINE WOHN
 STREET ADDRESS 3000 CAREFREE BLVD
 CITY-ST-ZIP FT MYERS, FL 33917

TITLE Secretary DELETE
 NAME DANA BLEVINS
 STREET ADDRESS 3000 Care free Blvd
 CITY-ST-ZIP FT MYERS, FL 33917

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE DIRECTOR AT LARGE Change Addition
 1.2 NAME ALICE D' SAUZA
 1.3 STREET ADDRESS 3000 CAREFREE BLVD
 1.4 CITY-ST-ZIP FT. MYERS, FL 33917

2.1 TITLE Chair Change Addition
 2.2 NAME LOIS HALL
 2.3 STREET ADDRESS 3000 CAREFREE BLVD
 2.4 CITY-ST-ZIP FT. MYERS, FL 33917

3.1 TITLE TREASURER Change Addition
 3.2 NAME PALLINE WOHN
 3.3 STREET ADDRESS 3000 CAREFREE BLVD
 3.4 CITY-ST-ZIP FT. MYERS, FL 33917

4.1 TITLE Secretary Change Addition
 4.2 NAME DANA BLEVINS
 4.3 STREET ADDRESS 3000 Carefree Blvd
 4.4 CITY-ST-ZIP FT. MYERS, FL 33917

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 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: *[Signature]*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/9/99 (941) 731-8500
 Date Daytime Phone #

CR2E037 (11/98)