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Apr 07, 1999 8:00 am
Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N98000002408

1. Corporation Name
ST. ANDREW'S SOCIETY OF SOUTHWEST FLORIDA, INC.

Principal Place of Business % US TRUST COMPANY OF FLORIDA 765 SEAGATE DR. NAPLES FL 34103	Mailing Address % US TRUST COMPANY OF FLORIDA 765 SEAGATE DR. NAPLES FL 34103
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country	3. Date Incorporated or Qualified 04/24/1998	4. FEI Number 59-3564206	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required		
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees		

9. Name and Address of Current Registered Agent MACILVAINE, WILLIAM R % US TRUST COMPANY OF FLORIDA 765 SEAGATE DR. NAPLES FL 34103	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
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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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	Change <input type="checkbox"/> Addition
NAME	MACILVAINE, WILLIAM R	1.2 NAME	President & Director
STREET ADDRESS	522 PINE GROVE LANE	1.3 STREET ADDRESS	
CITY-ST-ZIP	NAPLES FL 34103	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	Change <input type="checkbox"/> Addition
NAME	MCCINTOCK, GEORGE D	2.2 NAME	vice President & Director
STREET ADDRESS	2885 GULF SHORE BLVD N., #504	2.3 STREET ADDRESS	
CITY-ST-ZIP	NAPLES FL 34103	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	Change <input type="checkbox"/> Addition
NAME	BEANE, JOHN III	3.2 NAME	Secretary & Director
STREET ADDRESS	726 1ST AVE. N.	3.3 STREET ADDRESS	
CITY-ST-ZIP	NAPLES FL 34102	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	Change <input type="checkbox"/> Addition
NAME	CAMERON, DON	4.2 NAME	D Douglas M. Gebbie
STREET ADDRESS	625 RUDDER RD.	4.3 STREET ADDRESS	7936 Grand Bay Drive
CITY-ST-ZIP	NAPLES FL 34102	4.4 CITY-ST-ZIP	Naples, FL 34108
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	Change <input type="checkbox"/> Addition
NAME	BEAN, JOHN B	5.2 NAME	John P. Woodhams
STREET ADDRESS	1285 GULF SHORE BLVD., #5-B	5.3 STREET ADDRESS	8171 Bay Colony Drive # 1001
CITY-ST-ZIP	NAPLES FL 34102	5.4 CITY-ST-ZIP	Naples, FL 34108
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	Change <input type="checkbox"/> Addition
NAME	[Scribbled]	6.2 NAME	Carson McEachern
STREET ADDRESS	[Scribbled]	6.3 STREET ADDRESS	509 Turtle Hatch Lane
CITY-ST-ZIP	[Scribbled]	6.4 CITY-ST-ZIP	Naples, FL 34103

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] DATE: 2/10/99 DAYTIME PHONE #: 941-261-1933

CR2E037 (11/98)