

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 19 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P94000050242 (4)
 1. Corporation Name
GULF BAY LAND HOLDINGS II, INC.



Principal Place of Business 801 LAUREL OAK DRIVE SUITE 640 NAPLES FL 34108 US	Mailing Address 801 LAUREL OAK DRIVE SUITE 640 NAPLES FL 33963
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. <i>Suite 710</i> 22 City & State 23 Zip <i>34108</i> Country	2a. Mailing Address 26 Suite, Apt. #, etc. <i>Suite 710</i> 27 City & State 28 Zip <i>34108</i> Country
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3. Date Incorporated or Qualified 07/01/1994	4. FEI Number 65-0507928	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent
WOODWARD, MARK J
801 LAUREL OAK DRIVE
SUITE 640
NAPLES FL 34108
Suite 710

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, 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 607.0505, Florida Statutes.

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

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	FERRAO, AUBREY J	
STREET ADDRESS	4001 TAMiami TRAIL NORTH, SUITE 350	
CITY-ST-ZIP	NAPLES FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WOODWARD, MARK J	
STREET ADDRESS	801 LAUREL OAK DRIVE	
CITY-ST-ZIP	NAPLES FL	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	HAYES, JOHN	
STREET ADDRESS	4001 TAMiami TRAIL N., STE 350	
CITY-ST-ZIP	NAPLES FL	
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	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Anthony DiNardo	
1.3 STREET ADDRESS	4001 Tamiami Trail North, Suite 350	
1.4 CITY-ST-ZIP	Naples, FL 34103	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
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 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE _____ *1.28.98* _____ *9/11/98*

CR2E034 (10/97)