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May 12 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 # 757476 (7)

1. Corporation Name

VENETIAN ESTATES, INC.

Principal Place of Business

4200 GULF SHORE BLVD.N.
NAPLES FL 33940

Mailing Address

4200 GULF SHORE BLVD.N.
NAPLES FL 34103-3436



3. Date Incorporated or Qualified
04/09/1981

3a. Date of Last Report
03/28/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip 34103

Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

4. FEI Number
NOT APPLICABLE

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

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CATALANO, ANTHONY J
4001 TAMiami TRAIL N
SUITE 404
NAPLES FL 33940-5702

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code
34103

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 PD
NAME LUTGERT, RAYMOND L
STREET ADDRESS 4200 GULF SHORE BLVD N
CITY-ST-ZIP NAPLES FL

TITLE VD
NAME LUTGERT, SCOTT F
STREET ADDRESS 4200 GULF SHORE BLVD N
CITY-ST-ZIP NAPLES FL

TITLE STD
NAME BAKER, RICHARD J
STREET ADDRESS 4200 GULF SHORE BLVD N
CITY-ST-ZIP NAPLES FL

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP ZIP CODE 34103

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP ZIP CODE 34103

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP ZIP CODE 34103

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
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 as an attachment with an address.

SIGNATURE:

SIGNATURE REQUIRED

RICHARD J. BAKER

(941) 261-6100

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date Daytime Phone # 0068801

CR2E037 (9/96)