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May 04, 1999 8:00 am
Secretary of State

05-04-1999 90036 004 ****61.25

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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 # N17029
 1. Corporation Name
QUAIL POINT OF SUNTREE, INC.

Principal Place of Business 617 MIMOSA COURT MELBOURNE FL 32940	Mailing Address 617 MIMOSA COURT MELBOURNE FL 32940
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 09/29/1986
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 59-2766631
City & State 23	City & State 28	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
Zip 24	Country 25	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		10. Name and Address of New Registered Agent	
STEWART, FRANCIS 6939 N WICKHAM RD MELBOURNE FL 32940		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 _____ 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	VPD <input type="checkbox"/> DELETE	1.1 TITLE	PD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PONTIUS, DON	1.2 NAME	PONTIUS, DON
STREET ADDRESS	810 WILLOW CREEK LANE	1.3 STREET ADDRESS	810 WILLOW CREEK LANE
CITY-ST-ZIP	MELBOURNE FL 32940	1.4 CITY-ST-ZIP	MELBOURNE, FL 32940
TITLE	TD <input checked="" type="checkbox"/> DELETE	2.1 TITLE	T. D <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ROPER, GEORGE	2.2 NAME	ELDEN, WALTER
STREET ADDRESS	830 WILLOW CREEK LANE	2.3 STREET ADDRESS	611 MIMOSA CT
CITY-ST-ZIP	MELBOURNE FL 32940	2.4 CITY-ST-ZIP	MELBOURNE FL 32940
TITLE	PD <input checked="" type="checkbox"/> DELETE	3.1 TITLE	VIP D <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CRANE, CRANE	3.2 NAME	FARRELL, CHARLES
STREET ADDRESS	819 WILLOW CREEK LANE	3.3 STREET ADDRESS	618 MIMOSA CT
CITY-ST-ZIP	MELBOURNE FL 32940	3.4 CITY-ST-ZIP	MELBOURNE FL 32940
TITLE	SD <input checked="" type="checkbox"/> DELETE	4.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BEUCKER, LOUISE	4.2 NAME	TUMIDAJSKI, JENNIE
STREET ADDRESS	807 WILLOW CREEK LANE	4.3 STREET ADDRESS	824 WILLOW CREEK LANE
CITY-ST-ZIP	MELBOURNE FL 32940	4.4 CITY-ST-ZIP	MELBOURNE, FL 32940
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	STD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRUBAKER, ROGER	5.2 NAME	BRUBAKER, ROGER
STREET ADDRESS	821 WILLOW CREEK LANE	5.3 STREET ADDRESS	821 WILLOW CREEK LANE
CITY-ST-ZIP	MELBOURNE FL 32940	5.4 CITY-ST-ZIP	MELBOURNE, FL 32940
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	GRIMES, SUE
STREET ADDRESS		6.3 STREET ADDRESS	814 WILLOW CREEK LANE
CITY-ST-ZIP		6.4 CITY-ST-ZIP	MELBOURNE, FL 32940

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 as an attachment with an address, with all other like empowered.

SIGNATURE: *Walter E. Roper* 9-26-1999 407-242-9901
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (1/198)