

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

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Apr 29, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # 357521

1. Corporation Name
PHELPS REALTY, INC.



Principal Place of Business 1600 TAMiami TRAIL SUITE 112 PUNTA GORDA FL 33950	Mailing Address 1600 TAMiami TRAIL SUITE 112 PUNTA GORDA FL 33950
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address	3. Date Incorporated or Qualified 12/31/1969
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State
23 Zip	25 Country	29 Zip	30 Country
4. FEI Number 59-1283718		Applied For <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
8. This corporation owes the current year Intangible Personal Property Tax.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
PHELPS, CRAIG S. 1600 TAMiami TRAIL SUITE 112 PUNTA GORDA FL 33950				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 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 _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PHELPS, CRAIG S.	1.2 NAME	
STREET ADDRESS	24189 HARBORVIEW ROAD	1.3 STREET ADDRESS	
CITY-ST-ZIP	CHARLOTTE HARBOR FL 33980	1.4 CITY-ST-ZIP	
TITLE	VST <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PHELPS, BARBARA E.	2.2 NAME	
STREET ADDRESS	24189 HARBORVIEW ROAD	2.3 STREET ADDRESS	
CITY-ST-ZIP	CHARLOTTE HARBOR FL 33980	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMOAK, DANIEL F III	3.2 NAME	
STREET ADDRESS	20194 DANTE AVENUE	3.3 STREET ADDRESS	
CITY-ST-ZIP	PORT CHARLOTTE FL 33952	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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, with all other like empowered.

SIGNATURE: Craig S. Phelps Date: 4-26-99 Daytime Phone #: 941-639-4121

CR2E034 (11/98)