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Jan 21 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # 497012 (5) 1. Corporation Name BELLE LEA ACRES, INC.					
Principal Place of Business 13497 S.E. HWY. 301 SUMMERFIELD FL 32691			Mailing Address 13497 S.E. HWY. 301 SUMMERFIELD FL 32691		



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/20/1976	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-1897271	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	Yes No
9. Name and Address of Current Registered Agent CONIGLIO, C. JOHN RT. 1, BOX 825 SUMMERFIELD FL 32691				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

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	PD	1.1 TITLE	
NAME	PLOCHARCZYK, C.S.	1.2 NAME	
STREET ADDRESS	13497 S.E. HWY. 301	1.3 STREET ADDRESS	
CITY-ST-ZIP	SUMMERFIELD FL	1.4 CITY-ST-ZIP	
TITLE	VD	2.1 TITLE	
NAME	PLOCHARCZYK, JR. C	2.2 NAME	
STREET ADDRESS	4940 HAYNES AVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	INDIANAPOLIS IN	2.4 CITY-ST-ZIP	
TITLE	DS	3.1 TITLE	
NAME	GAY, SUZANNE	3.2 NAME	
STREET ADDRESS	2039 N.W. 102 TERRACE	3.3 STREET ADDRESS	
CITY-ST-ZIP	CORAL SPRINGS FL	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	
NAME	GAY, PHILLIPS G., III	4.2 NAME	
STREET ADDRESS	6144D	4.3 STREET ADDRESS	
CITY-ST-ZIP	CHARLOTTE N.	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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.

SIGNATURE:

[Signature]

1-17-98

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CR2E034 (10/97)