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Feb 26 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 673025 (3)
1. Corporation Name:
UNION PROPERTIES OF SOUTHWEST FLORIDA, INC.



Principal Place of Business
P.O. BOX 7549
NAPLES FL 33941

Mailing Address
P.O. BOX 7549
NAPLES FL 34101-7549

3. Date Incorporated or Qualified 06/11/1980	3a. Date of Last Report 04/08/1996
4. FEI Number 59-2067292	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
26 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
27 City & State	27 City & State
28 Zip	28 Zip
29 Country	29 Country

KILPATRICK R. E.
16650 ISLAND PARK RD., #103
FT. MYERS FL 33908

10. Name and Address of New Registered Agent	
81 Name DONALD N. CORCELLI	
82 Street Address (P.O. Box Number is Not Acceptable) 9060 GULF SHORE DR	
83	
84 City NAPLES	85 Zip Code 34108

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: *Donald N. Corcelli* DATE: 2/17/97
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE ASV	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME KILPATRICK, ROBERT E.		1.2 NAME	
STREET ADDRESS 16650 ISLAND PRK RD		1.3 STREET ADDRESS	
CITY-ST-ZIP FT. MYERS FL		1.4 CITY-ST-ZIP	
TITLE PD	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME CORCELLI, DONALD N.		2.2 NAME	
STREET ADDRESS 9060 GULF SHORE DR.		2.3 STREET ADDRESS	
CITY-ST-ZIP NAPLES FL 34108		2.4 CITY-ST-ZIP	
TITLE VICE PRESIDENT - DIRECTOR	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME SECRETARY		3.2 NAME MARY E. CORCELLI	
STREET ADDRESS		3.3 STREET ADDRESS 9060 GULF SHORE DR	
CITY-ST-ZIP		3.4 CITY-ST-ZIP NAPLES FL 34108	
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 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Donald N. Corcelli* DATE: 2/17/97 941-597-7302
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)