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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # 702819

1. Corporation Name

NAPLES CRUISE CLUB, INC.

Principal Place of Business

P. O. BOX 2971
 NAPLES FL 34102
 US

Mailing Address

P. O. BOX 2971
 NAPLES FL 34102
 US



2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

24 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

3. Date Incorporated or Qualified

08/23/1961

4. FEI Number

23-7390082

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

9. Name and Address of Current Registered Agent

KEELER, MICHAEL
 800 17TH AVE S
 NAPLES FL 34102

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 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 DELETE
 NAME D BARTHOLOMEW, RUDOLPH
 STREET ADDRESS 171 3RD AVENUE SOUTH
 CITY-ST-ZIP NAPLES FL 34102

TITLE DELETE
 NAME D BRANCH, STUART
 STREET ADDRESS 2428 CAMDEN CT
 CITY-ST-ZIP NAPLES FL 34105

TITLE DELETE
 NAME ~~DP~~ D WALKER, ROBERT
 STREET ADDRESS 1100 8TH AVE. S.
 CITY-ST-ZIP NAPLES FL 34102

TITLE DELETE
 NAME T KEELER, MICHAEL
 STREET ADDRESS 800 17TH AVE S
 CITY-ST-ZIP NAPLES FL 34102

TITLE DELETE
 NAME ~~VP~~ FINNEGAN, JOHN
 STREET ADDRESS 1263 4TH ST S
 CITY-ST-ZIP NAPLES FL 34102

TITLE DELETE
 NAME D BROWN, RUTH
 STREET ADDRESS 1640 BONITA CT
 CITY-ST-ZIP NAPLES FL 34102

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition
 1.2 NAME V GENE RHOAD
 1.3 STREET ADDRESS 2068 SNOOK DRIVE
 1.4 CITY-ST-ZIP NAPLES FL 34102

2.1 TITLE Change Addition
 2.2 NAME V ROBERT SINGER
 2.3 STREET ADDRESS 2040 SNOOK DRIVE
 2.4 CITY-ST-ZIP NAPLES FL 34102

3.1 TITLE D Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

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

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

6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 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 617, 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: *Michael W. Keeler*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 MICHAEL W. KEELER

2/18/99 941-649-6096
 Date Daytime Phone #

CR2E037 (1/198)