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May 14 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 726498 (9)
1. Corporation Name
SHEOAH HIGHLANDS THREE, INC.



Principal Place of Business Mailing Address
413-1 SHEOAH BLVD 413-1 SHEOAH BLVD
D WINTER SPRINGS FL 32708 WINTER SPRINGS FL 32708-2445
US US

3. Date Incorporated or Qualified 05/24/1973 3a. Date of Last Report 04/23/1996
4. FEI Number 59-1470061 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
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip 28 Zip
24 Country 25 Country 29 Country 30 Country

9. Name and Address of Current Registered Agent
% PAINE-ANDERSON PROPERTIES INC
620 NIGHTHAWK CIR
WINTER SPRINGS FL 32708

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 *Carol R. Lawrence* Treasurer (Anne Lawrence) 4/26/97
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 SD DELETE
NAME VAN HISENHOVEN, FLORENCE
STREET ADDRESS 202 ORIENTAL POINT
CITY-ST-ZIP ALTEMONTE SPRINGS FL
TITLE TD DELETE
NAME LOEWEN, ANNE (ETHEL L)
STREET ADDRESS 413-1 SHEOAH BLVD.
CITY-ST-ZIP WINTER SPRGS, FL 00000
TITLE PD DELETE
NAME THOMAS, WALTER
STREET ADDRESS 415-13 SHEOAH BLVD
CITY-ST-ZIP WINTER SPRINGS FL
TITLE D DELETE
NAME BERK, ROSAMOND
STREET ADDRESS 413-3 SHEOAH BLVD.
CITY-ST-ZIP WINTER SPRINGS FL
TITLE ~~PD~~ PRES. DELETE
NAME PETRENCNIK, MARGUERITE
STREET ADDRESS BOX 991
CITY-ST-ZIP GENEVA FL
TITLE D DELETE
NAME SHAW, BILL
STREET ADDRESS 60-40 SHEOAH BLVD
CITY-ST-ZIP WINTER SPRINGS FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE DIRECTOR Change Addition
1.2 NAME DAVID NORTON
1.3 STREET ADDRESS 302 ROBIN HILL
1.4 CITY-ST-ZIP ALTEMONTE SPRINGS, FL 32701
2.1 TITLE DIRECTOR Change Addition
2.2 NAME RICHARD LEE
2.3 STREET ADDRESS 415-9 SHEOAH BLVD
2.4 CITY-ST-ZIP WINTER SPRINGS, FL 32709
3.1 TITLE 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 PRESIDENT 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 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE *Carol R. Lawrence* Treasurer (Anne Lawrence) 4/26/97

CR2E037 (9/96)