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Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 728515

1. Corporation Name
QUAIL RUN OF SUNRISE UNIT THREE ASSOCIATION, INC

Principal Place of Business 2998-3000 SUNRISE LKS DRIVE EAST SUNRISE FL 33322	Mailing Address 3000 SUNRISE LKS DR E SUNRISE FL 33322 US
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21. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 12/31/1973
22. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 59-1768006
23. City & State	27. City & State	Applied For Not Applicable
24. Zip	28. Zip	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
25. Country	29. Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
30. Country		

9. Name and Address of Current Registered Agent

LEVIN, CHERYL J P
COURTYARD BUSINESS CTR
10226 NW 47TH ST
SUNRISE FL 33351

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS DELETE

TITLE	VP
NAME	DE LUCIA, VINCENT
STREET ADDRESS	2998 SUNRISE LAKES DR. EAST
CITY-ST-ZIP	SUNRISE, FL 00000
TITLE	D
NAME	MADDALONE, ANNA
STREET ADDRESS	3000 SUNRISE LAKES DR E
CITY-ST-ZIP	SUNRISE FL 33322
TITLE	P
NAME	MARCHAND, MALCOLM
STREET ADDRESS	2998 SUNRISE LAKES DRIVE EAST
CITY-ST-ZIP	SUNRISE FL 33322
TITLE	D
NAME	KITCHEN, WALTER
STREET ADDRESS	2998 SUNRISE LKS DR E
CITY-ST-ZIP	SUNRISE, FL 00000 33322
TITLE	T
NAME	MARSHAK, HENRIETTA
STREET ADDRESS	2998 SUNRISE LAKES DR E
CITY-ST-ZIP	SUNRISE FL
TITLE	S
NAME	CURCIO, AMELIA
STREET ADDRESS	2998 SUNRISE LKS DR E
CITY-ST-ZIP	SUNRISE FL 33322

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	JOAN DE MATTEA
2.3 STREET ADDRESS	2999 SUNRISE LAKES DR E
2.4 CITY-ST-ZIP	SUNRISE FL 33322
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	PETER MADDALONE
3.3 STREET ADDRESS	3000 SUNRISE LAKES DRIVE EAST
3.4 CITY-ST-ZIP	SUNRISE FL 33322
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	VINCENT BALSAMO
4.3 STREET ADDRESS	2998 SUNRISE LAKES DR E
4.4 CITY-ST-ZIP	SUNRISE FL 33322
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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: _____ DATE: 1/13/99 DAYTIME PHONE # _____

CR2E037 (11/98)