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Apr 15, 1999 8:00 am
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04-15-1999 90088 008 ****61.25

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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999

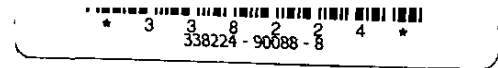


FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 729785

1. Corporation Name

HARBOR BLUFFS WATERFRONT CONDOMINIUM ASSOCIATION, INC.



Principal Place of Business
 500 NORTH OSCEOLA AVENUE
 CLEARWATER FL 34615

Mailing Address
 103 CLEVELAND AVENUE SW
 LARGO FL 33770
 US



2. Principal Place of Business

2a. Mailing Address

3. Date Incorporated or Qualified

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

05/29/1974

23 City & State

27 City & State

4. FEI Number

Applied For

24 Zip

Country

28 Zip

Country

59-1734957

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing

\$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**RESOURCE MANAGEMENT
 103 CLEVELAND AVE., S.W.
 LARGO FL 33770**

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

Joseph P. Bemo

DATE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE SVP DELETE
 NAME BENO, JOSEPH
 STREET ADDRESS 500 N. OSCEOLA AVE., #305
 CITY-ST-ZIP CLEARWATER FL

1.1 TITLE PD Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

TITLE D DELETE
 NAME SOLIMINA, VICTORIA
 STREET ADDRESS 500 N OSCEOLA AVE #301
 CITY-ST-ZIP CLEARWATER FL

2.1 TITLE SD Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

TITLE DT DELETE
 NAME BURDETTE, HARRY
 STREET ADDRESS 500 N OSCEOLA AVE., #405
 CITY-ST-ZIP CLEARWATER FL

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

TITLE DP DELETE
 NAME MURRAY, WALTER
 STREET ADDRESS 500 N OSCEOLA AVENUE, #707
 CITY-ST-ZIP CLEARWATER FL

4.1 TITLE VPD Change Addition
 4.2 NAME Jill Miller
 4.3 STREET ADDRESS 500 N Osceola Ave # 603
 4.4 CITY-ST-ZIP Clearwater, FL 33755

TITLE D DELETE
 NAME CORNELL, BOB
 STREET ADDRESS 500 N OSCEOLA AVE #703
 CITY-ST-ZIP CLEARWATER FL

5.1 TITLE TD Change Addition
 5.2 NAME Laine Reichard
 5.3 STREET ADDRESS 500 n. Osceola Ave # 306
 5.4 CITY-ST-ZIP Clearwater, FL 33755

TITLE DELETE
 NAME
 STREET ADDRESS
 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:

Joseph P. Bemo **REQUIRED**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E037 (11/98)