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Apr 26, 1999 8:00 am
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 # 732360

1. Corporation Name

NAPLES TIERRA DEL SOL, INC.

Principal Place of Business

C/O INTEGRATED PROPERTY MANAGEMENT, INC.
 3435 10TH STREET NORTH, SUITE 201
 NAPLES FL 33940

Mailing Address

C/O INTEGRATED PROPERTY MANAGEMENT, INC.
 3435 10TH STREET NORTH, SUITE 201
 NAPLES FL 33940



2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified
21	26	03/31/1975
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FEI Number
22	27	59-2004987
City & State	City & State	Applied For
23	28	Not Applicable
Zip	Zip	5. Certificate of Status Desired
24	29	<input type="checkbox"/> \$8.75 Additional Fee Required
Country	Country	6. Election Campaign Financing
25	30	<input type="checkbox"/> \$5.00 May Be Added to Fees
		Trust Fund Contribution

9. Name and Address of Current Registered Agent

ADAMS, JOE
COLLIER PLACE ONE SUITE 100
3003 TAMiami TRAIL NORTH
NAPLES FL 33940

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	D/P <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PINX, BARBRA	1.2 NAME	Pinx, Barbara
STREET ADDRESS	5563 RATTLESNAKE HAMMOCK RD. #C-18	1.3 STREET ADDRESS	5563 Rattlesnake Hammock Rd.
CITY-ST-ZIP	NAPLES FL	1.4 CITY-ST-ZIP	Naples, FL
TITLE	VPD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HURST BETTY	2.2 NAME	
STREET ADDRESS	5563 RATTLE SNAKE HAMOCK RD C12	2.3 STREET ADDRESS	
CITY-ST-ZIP	NAPLES FL	2.4 CITY-ST-ZIP	
TITLE	STD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MULLINS BEATRICE	3.2 NAME	
STREET ADDRESS	5563 RATTLESNAKE HAMMOCK RD A2	3.3 STREET ADDRESS	
CITY-ST-ZIP	NAPLES FL	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	Sershen, Karen
STREET ADDRESS		4.3 STREET ADDRESS	5563 Rattlesnake Hammock Rd.
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Naples, FL
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	Sharpe, Kathleen
STREET ADDRESS		5.3 STREET ADDRESS	5563 Rattlesnake Hammock Rd.
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Naples, FL
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 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: *[Signature]* **SIGNATURE REQUIRED**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/20/99 (941) 774-4493

CR2E037 (11/98)