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Mar 03 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # 747760 (7)
1. Corporation Name
THE BREAKERS ASSOCIATION III, INC.



Principal Place of Business: % PONTE VEDRA CLUB REALTY, INC. 280 PONTE VEDRA BOULEVARD PONTE VEDRA BCH FL 32082

Mailing Address: % PONTE VEDRA CLUB REALTY, INC. 280 PONTE VEDRA BOULEVARD PONTE VEDRA BCH FL 32082

3. Date Incorporated or Qualified: 06/21/1979

4. FEI Number: 59-2063800

Applied For: Not Applicable

2. Principal Place of Business: 21 Compu-Records, Suite, Apt. #, etc. 830 S. 3RD ST #105, City & State JACKSONVILLE BEACH, FL, Zip 32250

2a. Mailing Address: 26 Compu-Records, Suite, Apt. #, etc. 830 S. 3RD ST. #105, City & State JACKSONVILLE BEACH FL, Zip 32250

5. Certificate of Status Desired: \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees

7. Is this nonprofit corporation a homeowners association? Yes No

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent: PONTE VEDRA CLUB REALTY, INC. CC/O EILENE E. EDWARDS 280 PONTE VEDRA BLVD. PONTE VEDRA BEACH FL 32082

10. Name and Address of New Registered Agent: 81 Name MARY Jane Lynch, 82 Street Address (P.O. Box Number is Not Acceptable) c/o Compu Records, 83 830 S. 3RD St. Ste #105, 84 City JACKSONVILLE BEACH FL, 85 Zip Code 32250

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: *Mary Jane Lynch* DATE: 2/13/98

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD KANE, RICHARD J 633-D PONTE VEDRA BLVD PONTE VEDRA BCH FL	1.1 TITLE	TREASURER <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE	TD LOWE, BURTON N 1219 ROSMERE RD. TAMPA FL	1.2 NAME	
TITLE	SD STISSER, MARTHA C 23 OWENOKE WAY RIVERSIDE CT	1.3 STREET ADDRESS	
TITLE	V CHAPMAN, JANE 315 SKYRIDGE DR. DUNWOODY GA	1.4 CITY - ST - ZIP	
TITLE	VO JOHN HORTY 4614 5TH AVE. PITTSBURG PA	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		2.2 NAME	
TITLE		2.3 STREET ADDRESS	
TITLE		2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		3.2 NAME	
TITLE		3.3 STREET ADDRESS	
TITLE		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	VP <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE		4.2 NAME	
TITLE		4.3 STREET ADDRESS	
TITLE		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		5.2 NAME	
TITLE		5.3 STREET ADDRESS	
TITLE		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		6.2 NAME	
TITLE		6.3 STREET ADDRESS	
TITLE		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 reports 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: *[Signature]* DATE: 2/13/98 2239188

CR25037 (10/97)