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NONPROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # 754743

1. Corporation Name

BUTTONWOOD COVE CONDOMINIUM ASSOCIATION, INC.

Principal Place of Business
 3540 GULF OF MEXICO DR
 LONGBOAT KEY FL 34228

Mailing Address
 3540 GULF OF MEXICO DR
 LONGBOAT KEY FL 34228



2. Principal Place of Business

2a. Mailing Address

3. Date Incorporated or Qualified

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

10/20/1980

22 City & State

27 City & State

4. FEI Number
59-2169171

Applied For
 Not Applicable

23 Zip

Country

28 Zip

Country

5. Certificate of Status Desired

\$8.75 Additional Fee Required

24

25

29

30

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

BECKER & POLIAKOFF, P.A.
 630 S. ORANGE AVE.
 SARASOTA FL 34236

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

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 DELETE
 NAME **D LORENZINI, LAVERNE**
 STREET ADDRESS **3660 GULF OF MEXICO DR SUITE A101**
 CITY-ST-ZIP **LONGBOAT KEY FL 34228**

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

TITLE DELETE
 NAME **TD ROBBINS, BOB**
 STREET ADDRESS **3630 GULF OF MEXICO DR SUITE B305**
 CITY-ST-ZIP **LONGBOAT KEY FL 34228**

2.1 TITLE Change Addition
TD WORTMAN, BOB
 2.2 NAME **3660 Gulf of Mexico Dr. #A102**
 2.3 STREET ADDRESS **Longboat Key, FL 34228**
 2.4 CITY-ST-ZIP

TITLE DELETE
 NAME **D FLOWERS, JACK**
 STREET ADDRESS **3630 GOLF OF MEXICO DR SUITE B104**
 CITY-ST-ZIP **LONGBOAT KEY FL 34228**

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

TITLE DELETE
 NAME **SD MOTT, MARCIA**
 STREET ADDRESS **3540 GULF OF MEXICO DR SUITE C101**
 CITY-ST-ZIP **LONGBOAT KEY FL 34228**

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

TITLE DELETE
 NAME **D SHAPIRO, DAVID**
 STREET ADDRESS **3660 GOLF OF MEXICO DR**
 CITY-ST-ZIP **LONGBOAT KEY FL**

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

6.1 TITLE Change Addition
PR Martha Macallister
 6.2 NAME **3540 Gulf of Mexico Dr. #C30**
 6.3 STREET ADDRESS **Longboat Key, FL 34228**
 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:

Robert G. Tuttle
ROBERT G. TUTTLE
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/15/99
 Date

Daytime Phone #

0067056

CR2E037-(11/98)