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Feb 25, 1999 8:00 am  
Secretary of State

02-25-1999 90081 047 \*\*\*\*61.25

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NONPROFIT CORPORATION ANNUAL REPORT <b>1999</b>		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 765214**

1. Corporation Name  
**BREEZEWAY VILLAS, INC.**

Principal Place of Business <b>3001 EXECUTIVE DRIVE STE 260 CLEARWATER FL 33762 US</b>	Mailing Address <b>3001 EXECUTIVE DRIVE SUITE 260 CLEARWATER FL 33762 US</b>
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified <b>09/28/1982</b>
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number <b>59-2434718</b>
City & State 23	City & State 28	5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>
Zip 24	Country 25	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>

9. Name and Address of Current Registered Agent

**CONDOMINIUM ASSOCIATES  
3001 EXECUTIVE DRIVE, STE 260  
3001 EXECUTIVE DRIVE, SUITE 260  
CLEARWATER FL 33762**

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	<b>FL</b>

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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	<b>D</b> <input type="checkbox"/> DELETE
NAME	<b>JOHNSON, GERALDINE</b>
STREET ADDRESS	<b>4949 B 91ST AVENUE NORTH</b>
CITY-ST-ZIP	<b>PINELLAS PARK FL 33782</b>
TITLE	<b>PD</b> <input type="checkbox"/> DELETE
NAME	<b>FERNANDES, FRANK</b>
STREET ADDRESS	<b>4933-B 91ST AVENUE</b>
CITY-ST-ZIP	<b>PINELLAS PARK FL</b>
TITLE	<b>VPD</b> <input type="checkbox"/> DELETE
NAME	<b>COHEM, STEVE</b>
STREET ADDRESS	<b>4931-C 91ST AVE. N.</b>
CITY-ST-ZIP	<b>PINELLAS PARK FL</b>
TITLE	<b>STD</b> <input type="checkbox"/> DELETE
NAME	<b>MILES, DAVID P</b>
STREET ADDRESS	<b>4971 A 91ST AVENUE NORTH</b>
CITY-ST-ZIP	<b>PINELLAS PARK FL 33782</b>
TITLE	<b>D</b> <input type="checkbox"/> DELETE
NAME	<b>CRANDALL, HOLLY</b>
STREET ADDRESS	<b>4961-B 91ST AVE. N.</b>
CITY-ST-ZIP	<b>PINELLAS PARK FL</b>
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

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 type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
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: Steve Atkinson **REQUIRED** 1/21/99

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (11/98)