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May 16 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 766743 (9)
1. Corporation Name
MEADOWOOD MASTER ASSOCIATION, INC.



Principal Place of Business 1105 12TH STREET VERO BEACH FL 32960 US	Mailing Address 1105 12TH ST VERO BEACH FL 32960-3718 US
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3. Date Incorporated or Qualified 01/28/1983	3a. Date of Last Report 04/23/1996
4. FEI Number 65-0138691	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29 30

9. Name and Address of Current Registered Agent

**MERRILL, CRAIG E
1105 12TH STREET
VERO BEACH FL 32960**

10. Name and Address of New Registered Agent

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

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 reinstalling) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	ANDREWS, JACK	
STREET ADDRESS	4007 #201 MEADOWOOD DR.	
CITY - ST - ZIP	FT. PIERCE FL	
TITLE	VPD	<input checked="" type="checkbox"/> DELETE
NAME	SMITH, JERRY	
STREET ADDRESS	9414 POINCIANA CT	
CITY - ST - ZIP	FT. PIERCE FL	
TITLE	TD	<input checked="" type="checkbox"/> DELETE
NAME	CALDWELL, KEY	
STREET ADDRESS	9516 SHADOW LANE	
CITY - ST - ZIP	FT. PIERCE FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	SPALLINA, ED	
STREET ADDRESS	2981 BENT PINE DR	
CITY - ST - ZIP	FT. PIERCE FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	WALKER J.	
STREET ADDRESS	9801 WALNUT ST. #5015	
CITY - ST - ZIP	DALLAS TX	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PRESIDENT & DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	ROBERT COMPTON	
1.3 STREET ADDRESS	9415 BUNTING LANE	
1.4 CITY - ST - ZIP	FORT PIERCE, FL 34951	
2.1 TITLE	VICE PRESIDENT & DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	LOTHAR ESTEIN	
2.3 STREET ADDRESS	5211 INTERNATIONAL DRIVE	
2.4 CITY - ST - ZIP	ORLANDO, FL 32819	
3.1 TITLE	TREASURER & DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	JIMMIE WILLIAMS; BELZ ENTERPRISES	
3.3 STREET ADDRESS	530 OAK COURT DRIVE	
3.4 CITY - ST - ZIP	MEMPHIS, TN 38117	
4.1 TITLE	SECRETARY & DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	JEAN CLINTON	
4.3 STREET ADDRESS		
4.4 CITY - ST - ZIP		
5.1 TITLE	LOT OWNER & DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	JACK CALLAHAN	
5.3 STREET ADDRESS	9504 BENT PINE DRIVE	
5.4 CITY - ST - ZIP	FORT PIERCE, FL 34951	
6.1 TITLE	DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	ROBERT MORTOLA	
6.3 STREET ADDRESS	9535 BENT PINE DRIVE	
6.4 CITY - ST - ZIP	FORT PIERCE, FL 34951	

14. I do 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.

SIGNATURE: *Robert Compton* SIGNATURE REQUIRED **4/19/97**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0020608

CR2E037 (9/96)