

FILED
May 24, 1999 8:00 am
Secretary of State

05-24-1999 90029 007 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # *F98000004852*
 1. Corporation Name
CAPSTONE CAPITAL OF PORT ORANGE, INC.

Principal Place of Business Mailing Address
 3310 WEST END AVENUE 3310 WEST END AVENUE
 SUITE 700 SUITE 700
 NASHVILLE, TN 37203 NASHVILLE, TN 37203

DO NOT WRITE IN THIS SPACE
 3. Date Incorporated or Qualified
8/25/98

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

4. FEI Number
63-1208083

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

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

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
 CT CORPORATION
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION, FL 33324

10. Name and Address of New Registered Agent

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

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, 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 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	<input type="checkbox"/> DELETE
NAME	SEE ATTACHED
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
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 607, 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: *Michael W. Crisler* **MICHAEL W. CRISLER** VICE PRESIDENT (615) 269-8175
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

582291-90006-12
Doc # F98000004852

Corporate Records of: CAPSTONE CAPITAL PORT

State of Incorporation: Alabama
Date of Incorporation: August 25, 1998
Date of Acquisition: October 15, 1998

F980000-1000

OFFICERS:	David R. Emery	President and Chief Executive Officer
	Timothy G. Wallace	Executive Vice President & Chief Financial Officer
	Roger O. West	Executive Vice President & General Counsel
	Fredrick M. Langreck	Senior Vice President and Treasurer
	Scott W. Holmes	Senior Vice President Financial Reporting
	Michael W. Crisler	Vice President Financial Planning
	Carter Steele	Vice President Real Estate Investments
	Keith Harville	Vice President Real Estate Investments
	Eric W. Fischer	Vice President Real Estate Investments
	Leigh Ann Stach	Vice President and Controller
	Rita H. Todd	Secretary

DIRECTORS: David Emery

Shareholder: Capstone Capital Corporation – 100%

Shares Authorized: 1,000 shares common stock at \$.01 par value
Shares issued and outstanding are: 1,000 shares

FEIN: 63-1208083

Registered Agent: The Corporation Company (CT Corporation)
2000 Interstate Parkway Drive, Suite 204
Montgomery, AL 36104

OTHER QUALIFICATIONS: Florida August 27, 1998
State File NO. F98000004852
R A: CT Corporation
1200 South Pine Island Road
Plantation, FL 33324

582291-90006-12
Doc # F98000004852

CAPSTONE CAPITAL OF PORT ORANGE, INC.

LIST OF OFFICERS AND DIRECTORS

OFFICERS:

David R. Emery, Chief Executive Officer
3310 West End Avenue, Suite 700
Nashville, TN 37203

Timothy G. Wallace, Executive Vice President
3310 West End Avenue, Suite 700
Nashville, TN 37203

Roger O. West, Executive Vice President
3310 West End Avenue, Suite 700
Nashville, TN 37203

Fredrick M. Langreck, Senior Vice President & Treasurer
3310 West End Avenue, Suite 700
Nashville, TN 37203

Scott W. Holmes, Senior Vice President Financial Reporting
3310 West End Avenue, Suite 700
Nashville, TN 37203

Michael W. Crisler, Vice President Financial Planning
3310 West End Avenue, Suite 700
Nashville, TN 37203

Carter Steele, Vice President Real Estate Investments
3310 West End Avenue, Suite 700
Nashville, TN 37203

Keith Harville, Vice President Real Estate Investments
3310 West End Avenue, Suite 700
Nashville, TN 37203

Eric W. Fischer, Vice President Real Estate Investments
3310 West End Avenue, Suite 700
Nashville, TN 37203

Leigh Ann Bertram, Vice President
3310 West End Avenue, Suite 700
Nashville, TN 37203

Rita H. Todd, Secretary
3310 West End Avenue, Suite 700
Nashville, TN 37203

DIRECTORS:

David R. Emery
3310 West End Avenue, Suite 700
Nashville, TN 37203