


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

05-24-1999 90029 007 \*\*\*150.00

<b>PROFIT CORPORATION ANNUAL REPORT 1999</b>				FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT #</b> <i>F98000004852</i> ✓					
1. Corporation Name <b>CAPSTONE CAPITAL OF PORT ORANGE, INC.</b>					
Principal Place of Business <b>3310 WEST END AVENUE          SUITE 700          NASHVILLE, TN 37203</b>			Mailing Address <b>3310 WEST END AVENUE          SUITE 700          NASHVILLE, TN 37203</b>		
DO NOT WRITE IN THIS SPACE					
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country			2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country		
3. Date Incorporated or Qualified <b>8/25/98</b>			4. FEI Number <b>63-1208083</b>		
5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75</b> Additional Fee Required			6. Election Campaign Financing <input type="checkbox"/> <b>\$5.00</b> May Be Added to Fees		
7. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					
9. Name and Address of Current Registered Agent <b>CT CORPORATION          1200 SOUTH PINE ISLAND ROAD          PLANTATION, FL 33324</b>			10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City <b>FL</b> 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____					
12. OFFICERS AND DIRECTORS <input type="checkbox"/> DELETE			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 <input type="checkbox"/> Change <input type="checkbox"/> Addition		
TITLE NAME STREET ADDRESS CITY-ST-ZIP			1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP		
TITLE NAME STREET ADDRESS CITY-ST-ZIP			2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP		
TITLE NAME STREET ADDRESS CITY-ST-ZIP			3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP		
TITLE NAME STREET ADDRESS CITY-ST-ZIP			4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP		
TITLE NAME STREET ADDRESS CITY-ST-ZIP			5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP		
TITLE NAME STREET ADDRESS CITY-ST-ZIP			6.1 TITLE 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: <i>Michael W. Crisler</i>			MICHAEL W. CRISLER VICE PRESIDENT (615) 269-8175		

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

**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  
State File NO. F98000004852  
R A: CT Corporation  
1200 South Pine Island Road  
Plantation, FL 33324

August 27, 1998

582291-90006-12  
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**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