FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

Apr 14 1998 8:00am **PROFIT** ELORIDA DEPARTMENT OF STATE **CORPORATION** Sandra B. Mortham Secretary of State ANNUAL REPORT Secretary of State 1998 DIVISION OF CORPORATIONS DOCUMENT # J70018 (3) HERITAGE COMMUNITIES, INC. Principal Place of Business Mailing Address **S DOMENIC MARTELLI** % DOMENIC MARTELLI 19750 B.W. STATE ROAD 40 OCALA FL 34481 13750 S.W. STATE ROAD 40 OCALA FL 34481 DO NOT WRITE IN THIS SPACE 3. Date incorporated or Qualified 04/29/1987 2. Principal Place of Business 2a. Mailing Address 4. FEL Number Applied For 22-2973917 Not Applicable 21 26 Suite, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired Fee Required 27 City & State City & State \$5.00 May Be 6. Election Campaign Financing 23 Trust Fund Contribution Added to Fees 28 Zip Country Country 8. This corporation owes or has paid the current year Intangible 29 24 25 30 Personal Property Tax due June 30. 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent 81 MARTELLI, DOMENIC 13750 S.W. STATE ROAD 40 Street Address (P.O. Box Number is Not Acceptable) 82 OCALA FL 34481 81 84 Zip Code 11. Pursuant to the provisions of Soctions 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 Signature, typed or printed name of registered agent and title if applicable (NOTE Registered Agent signature required when reinstating) ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 CR2E034 (10/97 12. OFFICERS AND DIRECTORS 13. TITLE DELETE 1.1 TITLE Change Addition MARTELLI, DOMENIC NAME 1.2 NAME 13750 S.W. SR 40 STREET ADDRESS 1.3 STREET ADDRESS OCALA FL 34474 CITY-ST-ZIP 1.4 CITY - ST - ZIP DELETE Change Addition TITLE 2.1 TITLE Leonardo Matelli 2.2 NAME STREET ADDRESS 2.3 STREET ADDRESS Same AS A BOUR CITY-ST-ZIP 2. 4 CITY-ST-ZIP DELETE Change Addition TITLE 3.1 TITLE NAME 3.2 NAME STREET ADDRESS 3.3 STREET ADDRESS CITY-ST-ZIP 3.4. CITY - ST-ZIP DELETE Change Addition TITLE 4.1 TITLE NAME 4. 2 NAME STREET ADDRESS 4.3 STREET ADDRESS CITY-ST-ZIP 4.4 CITY-ST-ZIP TITLE DELETE 51 TITLE Change Addition NAME 5.2 NAME STREET ADDRESS 5.3 STREET ADDRESS CITY-ST-ZIP 5.4 CITY-ST-ZIP DELETE Change Addition 61 TITLE TITLE 6.2 NAME NAME 6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

14. Thereby 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 supplienental arrural 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 affactorient with an andress.

SIGNATURE: \(\)

FILED