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Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # K39208 (9)

1. Corporation Name

GULF BAY DEVELOPMENT PLANNERS, INC.

Principal Place of Business Mailing Address
 Woodward, Pires & Lombardo Woodward, Pires & Lombardo
 Suite 710 Suite 710
 801 Laurel Oak Dr. 801 Laurel Oak Dr.
 Naples, FL 34108 Naples, FL 34108

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
 10/17/1988

2. Principal Place of Business

2a. Mailing Address

4. FEI Number
 65-0077353

Applied For
 Not Applicable

21. Suite, Apt #, etc.

26. Suite, Apt #, etc.

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

22. City & State

27. City & State

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

23. Zip Country

28. Zip Country

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

24. Zip Country

29. Zip Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

WOODWARD, MARK J.
 801 LAUREL OAK DR., SUITE 710
 NAPLES, FL 34108

81. Name

82. Street Address (P.O. Box Number is Not Acceptable)

83.

84. City

FL

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE DP DELETE
 NAME FERRAO, AUBREY J.
 STREET ADDRESS: 4001 TAMiami TR. N., STE. 350
 CITY-ST-ZIP NAPLES, FL 34103

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

TITLE D DELETE
 NAME WOODWARD, MARK J.
 STREET ADDRESS: 801 LAUREL OAK DR., STE. 710
 CITY-ST-ZIP NAPLES, FL 34108

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS:
 CITY-ST-ZIP

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS:
 CITY-ST-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS:
 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

TITLE DELETE
 NAME
 STREET ADDRESS:
 CITY-ST-ZIP

6.1 TITLE Change 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 indicates 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: *Aubrey J. Ferrao*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 Aubrey J Ferrao

941 434 2030

Date

April 8, 1999
 Daytime Phone #

CR2E034 (11/98)