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FILED
May 26 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Wortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # M91613 (3)
1. Corporation Name
DOWNS DEVELOPMENT CORPORATION

Principal Place of Business
777 NORTH HIGHWAY A1A, SUITE 201
INDIALANTIC FL 32903

Mailing Address
777 NORTH HIGHWAY A1A, SUITE 201
INDIALANTIC FL 32903



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip 24 Country 25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip 29 Country 30

3. Date Incorporated or Qualified

07/15/1988

4. FEI Number

59-2902324

Applied For

Not Applicable

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 or has paid the current year Intangible
Personal Property Tax due June 30.

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

JONES, RICHARD O.
1250 PAU ELLIE BLVD UNIT J
STE 204
MELBOURNE FL 32935

81 Name CURTIS MARLEY, ATTY.
82 Street Address (P.O. Box Number is Not Acceptable)
MARLEY, Wallin + Whitehead
83 P.O. Box 1210 1221 E. New
84 City MELBOURNE FL 85 Zip Code 32901
4-7-98

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 line if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE PST
NAME DOWNS, THOMAS M.
STREET ADDRESS 777 NO. HWY. A1A, #201
CITY-ST-ZIP INDIALANTIC FL

TITLE D
NAME DOWNS, THOMAS M.
STREET ADDRESS 777 NO. HWY. A1A, #201
CITY-ST-ZIP INDIALANTIC FL

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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

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

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

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

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 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.

SIGNATURE

Thomas M. Downs

4-6-98 407.725-3000

CR2E034 (10/97)