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**Feb 12 1998 8:00am
Secretary of State**

NONPROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N05697 (0)

1. Corporation Name
ROYAL PALM RESIDENTS, INC.



Principal Place of Business 3000 U.S. HIGHWAY 17-92 W. LOT 277 HAINES CITY FL 33844 US	Mailing Address 3000 U.S. HIGHWAY 17-92 W. LOT 277 HAINES CITY FL 33844 US
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3. Date Incorporated or Qualified 10/16/1984		
4. FEI Number 59-2533564	Applied For <input type="checkbox"/>	Not Applicable <input checked="" type="checkbox"/>
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
7. Is this nonprofit corporation a homeowners association? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

2. Principal Place of Business 21 LOT 277 ee	2a. Mailing Address 26 LOT 277 ee
Suite, Apt. #, etc. 22 LOT 277	Suite, Apt. #, etc. 27 LOT 277
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

9. Name and Address of Current Registered Agent

**COLLING, LEE J
20 NORTH ORANGE AVE.
SUITE 700
ORLANDO FL 32801**

10. Name and Address of New Registered Agent

81 Name MICHAEL L. RESNICK	
82 Street Address (P.O. Box Number is Not Acceptable) 1342 E. VINE STREET	
83 SUITE 236	
84 City KISSIMEE	85 Zip Code FL 34744

11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 provisions of, Section 617.0503, Florida Statutes.

SIGNATURE: *[Signature]* DATE: **1/18/98**

(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PD	NAME MULLER, JAMES	<input checked="" type="checkbox"/> DELETE	1.1 TITLE VICE PRESIDENT
STREET ADDRESS 3000 US HWY 1792 W LOT #68	CITY-ST-ZIP HAINES CITY FL		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE VPD	NAME REAGLES, WARREN	<input type="checkbox"/> DELETE	1.2 NAME DOUGLAS BIRD
STREET ADDRESS 3000 US HWY 17-92 W, LOT #113	CITY-ST-ZIP HAINES CITY FL		1.3 STREET ADDRESS 3000 US HWY 17-92 W LOT 276
TITLE SD	NAME GRENIER, LORRAINE M	<input checked="" type="checkbox"/> DELETE	1.4 CITY-ST-ZIP HAINES CITY, FL 33844
STREET ADDRESS 3000 US HWY 17-92 W #236	CITY-ST-ZIP HAINES CITY FL		2.1 TITLE PRESIDENT
TITLE TD	NAME BROSTEK, JEAN	<input checked="" type="checkbox"/> DELETE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 3000 US HWY 17-92 W #19	CITY-ST-ZIP HAINES CITY FL		2.2 NAME CATHERINE HALL
TITLE D	NAME HAWTHORNE, EARL	<input type="checkbox"/> DELETE	2.3 STREET ADDRESS 3000 U.S. HWY 17-92W LOT 115
STREET ADDRESS 3000 US HWY 17-92 W #216	CITY-ST-ZIP HAINES CITY FL		2.4 CITY-ST-ZIP HAINES CITY FL 33844
TITLE D	NAME FOWLSTON, ESTHER	<input checked="" type="checkbox"/> DELETE	3.1 TITLE SECRETARY
STREET ADDRESS 3000 US HWY 17-92 W #492	CITY-ST-ZIP HAINES CITY FL		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
			3.2 NAME CAROL EDESTRAND
			3.3 STREET ADDRESS 3000 US HWY 17-92 W LOT 277
			3.4 CITY-ST-ZIP HAINES CITY FL 33844
			4.1 TITLE TREASURER
			<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
			4.2 NAME CATHERINE HALL
			4.3 STREET ADDRESS 3000 U.S. HWY 17-92W LOT 115
			4.4 CITY-ST-ZIP HAINES CITY FL 33844
			5.1 TITLE DIRECTOR
			<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
			5.2 NAME HAROLD COLLINS
			5.3 STREET ADDRESS 3000 U.S. HWY 17-92W LOT 124
			5.4 CITY-ST-ZIP HAINES CITY FL 33844
			6.1 TITLE DIRECTOR
			<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
			6.2 NAME DEE YATES
			6.3 STREET ADDRESS 3000 U.S. HWY 17-92 W LOT 202
			6.4 CITY-ST-ZIP HAINES CITY FL 33844

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]* **CHARL EDESTRAND** **JAN 12/98** **(941) 221-0317**

CFR2037 (10/97)

ADDENDUM TO NONPROFIT CORPORATION ANNUAL REPORT - 1998

ADDITIONAL DIRECTOR TO LIST:

TITLE: Director
NAME: Ray Bradley
STREET ADDRESS: 3000 U.S. Hwy. 17-92 W., Lot #089
CITY-ST-ZIP Haines City, FL 33844