SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: $61.25 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $236.25).

NONPROFIT CORPORATION ANNUAL REPORT

1998

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

FILED
Oct 08 1998 8:00am
Secretary of State

DOCUMENT # N25330 (4)

1. Corporation Name

GRENELEFE CLUB ESTATES HOMEOWNERS' ASSOCIATION, INC.

Principal Place of Business

%GRENELEFE RESORT AND CONFERENCE CENTER
3200 STATE ROAD 546
GRENELEFE FL 33844-9732

Mailing Address

%GRENELEFE RESORT AND CONFERENCE CENTER
3200 STATE ROAD 546
GRENELEFE FL 33844-9732

3. Date Incorporated or Qualified
03/10/1988

4. FEI Number
~~NOT APPLICABLE~~ 59-3501316 | 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

7. Is this nonprofit corporation a homeowners association? [XX] Yes [ ] No

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. [ ] Yes [XX] No

2. Principal Place of Business
21 2180 W SR 434
Suite, Apt. #, etc.
22 STE 5000
City & State
23 LONGWOOD FL
Zip 24 32779 | Country 25 SEMINOLE

2a. Mailing Address
26 2180 W SR 434
Suite, Apt. #, etc.
27 STE 5000
City & State
28 LONGWOOD FL
Zip 29 32779 | Country 30 SEMINOLE

9. Name and Address of Current Registered Agent

EDBERG, HUGO C.
BARNETT PLAZA, 101 E. KENNEDY BLVD.
SUITE 2560
TAMPA FL 33602

10. Name and Address of New Registered Agent

81 Name
JAMES W. HART, JR
82 Street Address (P.O. Box Number is Not Acceptable)
C/O SENTRY MANAGEMENT, INC.
83
2180 W SR 434 STE 5000
84 City
LONGWOOD FL 85 Zip Code 32779

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 obligations of, section 617.0503, Florida Statutes.

SIGNATURE: [signature] JAMES W. HART, JR 9/28/98
Signature, typed or printed name of registered agent and title, if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	[X] DELETE
NAME	AUDRAN, DOMINIQUE	
STREET ADDRESS	3200 STATE ROAD 546	
CITY-ST-ZIP	GRENELEFE FL	
TITLE	VSD	[ ] DELETE
NAME	LUPER, JOHN	
STREET ADDRESS	3200 STATE ROAD 546	
CITY-ST-ZIP	GRENELEFE FL	
TITLE	TD	[ ] DELETE
NAME	LAVECCHIA, THOMAS	
STREET ADDRESS	108 COVENTRY	
CITY-ST-ZIP	GRENELEFE FL	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PD	[XX] Change [ ] Addition
1.2 NAME	AXE, TED	
1.3 STREET ADDRESS	3200 STATE ROAD 546	
1.4 CITY-ST-ZIP	GRENELEFE FL	
2.1 TITLE		[ ] Change [ ] Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		[ ] Change [ ] Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		[ ] Change [ ] Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		[ ] Change [ ] Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 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 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] TED AXE 7/10/98 (941) 422-7511
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #
TED AXE

CR2E037 (5/98)