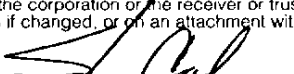


FILE NOW: FILING FEE IS \$61.25

FILED

May 15 1998 8:00am  
Secretary of State

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  |                                                                                                                                                                                                |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| NONPROFIT CORPORATION<br>ANNUAL REPORT<br><b>1998</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  | <br>FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |  |
| <b>DOCUMENT # N28058 (8)</b><br>1. Corporation Name<br><b>GEORGETOWN AT WILLOWBEND HOMEOWNERS ASSOCIATION, INC.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |                                                                                                                                                                                                |  |
| Principal Place of Business<br><b>C/O STEVE M CAHOON<br/>2524 GEORGETOWN LANE<br/>FT. WALTON BEACH FL 32547<br/>US</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  | Mailing Address<br><b>C/O STEVE M CAHOON<br/>2524 GEORGETOWN LN<br/>FT WALTON BCH FL 32547<br/>US</b>                                                                                          |  |
| 2. Principal Place of Business<br><b>21</b> Suite, Apt. #, etc.<br><b>22</b> City & State<br><b>23</b> Zip<br><b>24</b> Country                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  | 2a. Mailing Address<br><b>26</b> Suite, Apt. #, etc.<br><b>27</b> City & State<br><b>28</b> Zip<br><b>29</b> Country<br><b>30</b> Country                                                      |  |
| 9. Name and Address of Current Registered Agent<br><b>CAHOON, STEVE M<br/>2524 GEORGETOWN LN<br/>FT. WALTON BEACH FL 32547</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  | 10. Name and Address of New Registered Agent<br><b>81</b> Name<br><b>82</b> Street Address (P.O. Box Number is Not Acceptable)<br><b>83</b><br><b>84</b> City<br><b>FL</b> <b>85</b> Zip Code  |  |
| 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  |                                                                                                                                                                                                |  |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                                          |  |
| TITLE <input type="checkbox"/> DELETE<br>NAME <b>VD CAHOON, STEVE M</b><br>STREET ADDRESS <b>2524 GEROGETOWN LANE</b><br>CITY-ST-ZIP <b>FT. WALTON BEACH FL 32547</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                            |  | 1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>1.2 NAME<br>1.3 STREET ADDRESS<br>1.4 CITY-ST-ZIP                                                               |  |
| TITLE <input type="checkbox"/> DELETE<br>NAME <b>STD DYER, RUSSELL</b><br>STREET ADDRESS <b>2518 GEORGETOWN LANE</b><br>CITY-ST-ZIP <b>FT. WALTON BEACH FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  | 2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>2.2 NAME<br>2.3 STREET ADDRESS<br>2.4 CITY-ST-ZIP                                                               |  |
| TITLE <input type="checkbox"/> DELETE<br>NAME <b>PD TOPP, PAUL M</b><br>STREET ADDRESS <b>2526 GEORGTOWN LANE</b><br>CITY-ST-ZIP <b>FT. WALTON BCH FL 32547</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  | 3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>3.2 NAME<br>3.3 STREET ADDRESS<br>3.4 CITY-ST-ZIP                                                               |  |
| TITLE <input type="checkbox"/> DELETE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  | 4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>4.2 NAME<br>4.3 STREET ADDRESS<br>4.4 CITY-ST-ZIP                                                               |  |
| TITLE <input type="checkbox"/> DELETE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  | 5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>5.2 NAME<br>5.3 STREET ADDRESS<br>5.4 CITY-ST-ZIP                                                               |  |
| TITLE <input type="checkbox"/> DELETE<br>NAME<br>STREET ADDRESS<br>CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  | 6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition<br>6.2 NAME<br>6.3 STREET ADDRESS<br>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:  <b>STEVEN CAHOON</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  | Date: <b>4/27/98</b> (850) 302-3693                                                                                                                                                            |  |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  | Daytime Phone # 0076223                                                                                                                                                                        |  |



CR2E037 (10/97)