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 Mar 19 1997 8:00am
 Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # N33874 (1)
 1. Corporation Name
 BRIARWOOD AT SUNTREE ASSOCIATION, INC.



Principal Place of Business Mailing Address
 6939 N. WICKHAM ROAD MELBOURNE FL 32940 US
 6939 N. WICKHAM ROAD MELBOURNE FL 32940-7519 US

3. Date Incorporated or Qualified 08/22/1989
 3a. Date of Last Report 03/26/1996

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

4. FEI Number 59-2952057 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
 SABELLI, ANN
 6939 N. WICKHAM ROAD
 MELBOURNE FL 32940

10. Name and Address of New Registered Agent
 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 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

TITLE	VP	<input type="checkbox"/> DELETE
NAME	SIGNORELLI, JOHN M	
STREET ADDRESS	708 KENWOOD CIR.	
CITY-ST-ZIP	MELBOURNE FL	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	KLINE, CLAYTON W	
STREET ADDRESS	859 OAKWOOD DR.	
CITY-ST-ZIP	MELBOURNE FL	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	CASEBOLT, WAYNE	
STREET ADDRESS	849 OAKWOOD	
CITY-ST-ZIP	MELBOURNE FL	
TITLE	SD	<input type="checkbox"/> DELETE
NAME	MOORE, JAMES R	
STREET ADDRESS	833 OAKWOOD DRIVE	
CITY-ST-ZIP	MELBOURNE FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	VPD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	HEMPHILL, CONRAD	
1.3 STREET ADDRESS	843 OAKWOOD DRIVE	
1.4 CITY-ST-ZIP	MELBOURNE, FL 32940	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	PD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	CERLINI, PETER	
3.3 STREET ADDRESS	815 OAKWOOD DRIVE	
3.4 CITY-ST-ZIP	MELBOURNE, FL 32940	
4.1 TITLE	SD	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	KELLER, MORRIS	
4.3 STREET ADDRESS	607 BROOKWOOD PLACE	
4.4 CITY-ST-ZIP	MELBOURNE, FL 32940	
5.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	CASEBOLT, WAYNE	
5.3 STREET ADDRESS	849 OAKWOOD	
5.4 CITY-ST-ZIP	MELBOURNE, FL	
6.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	ADAMS, JERRY	
6.3 STREET ADDRESS	600 BROOKWOOD PLACE	
6.4 CITY-ST-ZIP	MELBOURNE, FL 32940	

14. I do 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: *Clayton W. Kline* DATE: 3-14-97 407-259-2931
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR (Date) Daytime Phone # 0019835

CR2E037 (9/96)