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May 17, 1999 8:00 am
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NONPROFIT
 CORPORATION
 ANNUAL REPORT
1999

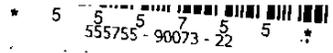


FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # *N9200000911*

1. Corporation Name
STONEBRIAR IMPROVEMENT ASSOCIATION INC.

Principal Place of Business Mailing Address



2. Principal Place of Business 21 <i>1050 A EAST LAKE</i> Suite, Apt. #, etc.	2a. Mailing Address 26 <i>1050A ELW PKWY</i> Suite, Apt. #, etc.	3. Date Incorporated or Qualified <i>12-23-92 10-14-96</i>
22 <i>WOODLANDS PKWY</i>	27	4. FEI Number <i>59-3267258</i>
23 <i>OLDSMAR FL</i>	28 <i>OLDSMAR FL</i>	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
24 <i>34677</i>	29 <i>34677</i>	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
	81 Name <i>DOMINICK SCANNAVINO</i>
	82 Street Address (P.O. Box Number is Not Acceptable) <i>1050 A EAST LAKE WOODLANDS PKWY</i>
	83
	84 City <i>OLDSMAR</i> FL 85 Zip Code <i>34677</i>

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 obligation of, Section 617.0503, Florida Statutes.
 SIGNATURE: *Dominick Scannavino* DATE: *4/29/99*

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE <i>PD</i>	<input checked="" type="checkbox"/> DELETE	1.1 TITLE <i>PD</i>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <i>MERRIWEATHER, LOU</i>		1.2 NAME <i>BARDON, RICHARD</i>	
STREET ADDRESS <i>4774 STONEVIEW CIR</i>		1.3 STREET ADDRESS <i>4750 STONEVIEW CIRCLE</i>	
CITY-ST-ZIP <i>OLDSMAR FL 34677</i>		1.4 CITY-ST-ZIP <i>OLDSMAR FL 34677</i>	
TITLE <i>SD</i>	<input checked="" type="checkbox"/> DELETE	2.1 TITLE <i>VD</i>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <i>BATTLES, WILLIAM</i>		2.2 NAME <i>SCHENDT, JULIE</i>	
STREET ADDRESS <i>4709 STONEBRIAR DR.</i>		2.3 STREET ADDRESS <i>4767 STONEVIEW CIRCLE</i>	
CITY-ST-ZIP <i>OLDSMAR FL 34677</i>		2.4 CITY-ST-ZIP <i>OLDSMAR FL 34677</i>	
TITLE <i>VD</i>	<input checked="" type="checkbox"/> DELETE	3.1 TITLE <i>TD</i>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <i>YAP, MICHAEL</i>		3.2 NAME <i>WILEY, TIMOTHY</i>	
STREET ADDRESS <i>4797 STONEBRIAR DR.</i>		3.3 STREET ADDRESS <i>4767 STONEVIEW CIRCLE</i>	
CITY-ST-ZIP <i>OLDSMAR FL 34677</i>		3.4 CITY-ST-ZIP <i>OLDSMAR FL 34677</i>	
TITLE <i>TD</i>	<input checked="" type="checkbox"/> DELETE	4.1 TITLE <i>SA</i>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <i>MEICK, PATRICIA</i>		4.2 NAME <i>JOSEPH, MELISSA</i>	
STREET ADDRESS <i>4754 STONEVIEW CIR</i>		4.3 STREET ADDRESS <i>4740 STONEVIEW CIRCLE</i>	
CITY-ST-ZIP <i>OLDSMAR FL 34677</i>		4.4 CITY-ST-ZIP <i>OLDSMAR FL 34677</i>	
TITLE <i>D</i>	<input checked="" type="checkbox"/> DELETE	5.1 TITLE <i>D</i>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME <i>POWELL, DAN</i>		5.2 NAME <i>KDITHAN, JENNY</i>	
STREET ADDRESS <i>4730 STONEVIEW CIR</i>		5.3 STREET ADDRESS <i>4768 STONEVIEW CIRCLE</i>	
CITY-ST-ZIP <i>OLDSMAR FL 34677</i>		5.4 CITY-ST-ZIP <i>OLDSMAR FL 34677</i>	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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, with all other like empowered.

SIGNATURE: *Julie M. Schendt* DATE: *4-29-99* DAYTIME PHONE #: *727-789-1284*

CR2E037 (1/98)