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**FILED**  
**Mar 16, 1999 8:00 am**  
**Secretary of State**

03-16-1999 90114 026 \*\*\*\*61.25

NONPROFIT CORPORATION ANNUAL REPORT <b>1999</b>		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # N94000003523**

1. Corporation Name  
**ANDOVER LAKES, PHASE 3 HOMEOWNER'S ASSOCIATION, INC.**

Principal Place of Business <del>229 PASADENA PLACE</del> <del>STE 100</del> ORLANDO FL 32803 US	Mailing Address <del>P. O. BOX 300235</del> <del>ORLANDO FL 32856</del> US
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2. Principal Place of Business 21 <b>1416 Concord St. East</b> Suite, Apt. #, etc.	2a. Mailing Address 26 <b>PO Box 531010</b> Suite, Apt. #, etc.	3. Date Incorporated or Qualified 07/18/1994
22	27	4. FEI Number 59-3285218
23 City & State <b>Orlando FL</b>	28 City & State <b>Orlando FL</b>	5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>
24 Zip <b>32803</b>	25 Country <b>US</b>	29 Zip <b>32853</b>
	30 Country <b>US</b>	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>

9. Name and Address of Current Registered Agent <del>HANSON, JACK B.</del> <del>229 PASADENA PL</del> <del>STE 100</del> <del>ORLANDO FL 32856</del>	10. Name and Address of New Registered Agent 81 <b>The Melrose Mgmt. Group</b> 82 Street Address (P.O. Box Number is Not Acceptable) 83 <b>1416 Concord St. East</b> 84 City <b>Orlando</b> FL 85 Zip <b>32803</b>
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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: J.B. Hanson DATE: 3/11/99

Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	Karoline Matthai <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MATTHAI, KAROLINE	1.2 NAME	385 Douglas Ave. St. 2000
STREET ADDRESS	<del>229 PASADENA PL STE 100</del>	1.3 STREET ADDRESS	Altamonte Sprgs. FL 32714
CITY-ST-ZIP	<del>ORLANDO FL 32803</del>	1.4 CITY-ST-ZIP	
TITLE	DV <input checked="" type="checkbox"/> DELETE	2.1 TITLE	
NAME	BOSCHMANS, ERIC F	2.2 NAME	
STREET ADDRESS	2269 LEE RD., STE. 101	2.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER PARK FL 32789-1866	2.4 CITY-ST-ZIP	
TITLE	DST <input checked="" type="checkbox"/> DELETE	3.1 TITLE	
NAME	PETRY, VERONICA M	3.2 NAME	
STREET ADDRESS	2269 LEE RD., STE. 101	3.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER PARK FL 32789-1866	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	Ralph Smith, Jr. <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMITH, JR. R	4.2 NAME	Same as above
STREET ADDRESS	<del>229 PASADENA PLACE STE 100</del>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<del>ORLANDO FL 32803</del>	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	Ted Crocker <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CROCKER, TED	5.2 NAME	Same as above.
STREET ADDRESS	<del>229 PASADENA PLACE STE 100</del>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<del>ORLANDO FL 32803</del>	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	
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: X SIGNATURE: Karoline Matthai DATE: 3-10-99 DAYTIME PHONE #: 228-4181

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E037 (11/98)