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FILED
Sep 22 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N9400000 4103
1. Corporation Name

The Villas At Timber Lake Association, Inc.

Principal Place of Business Mailing Address
C O Dickinson Management, Inc. Same
11920 Fairway Lakes Dr. #2
Fort Myers, FL 33913

3. Date Incorporated or Qualified August 22, 1994
3a. Date of Last Report

2. Principal Place of Business 21 Dickinson Management, Inc. Suite, Apt. #, etc. 22 11920 Fairway Lakes Dr. #2 City & State 23 Fort Myers, FL Zip 24 33913	2a. Mailing Address 26 C O Dickinson Management, Inc. Suite, Apt. #, etc. 27 11920 Fairway Lakes Dr. #2 City & State 28 Fort Myers, FL Zip 29 33913	4. FEI Number 65-0657055 Applied For Not Applicable	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

Gleason, Robert J.
17595 S. Tamiami Trail
Suite 106
Fort Myers, FL 33908

81 Name
Dickinson Management, Inc.
82 Street Address (P.O. Box Number is Not Acceptable)
11920 Fairway Lakes Dr.
83 Suite 2
84 City
Fort Myers
85 Zip Code
FL 33913

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 Charles H. Vaughn September 15, 1997
Signature, typed or printed name of registered agent, and date if applicable (NOTE: Registered Agent Signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	McMillin, John W. 17595 S. Tamiami Tr. #106 Fort Myers, FL 33908 <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	DP Brown, Robert 3650 Stoneway Estero, FL 33928 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D Gleason, Robert J. 17595 S. Tamiami Tr. #106 Fort Myers, FL 33908 <input checked="" type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	DT Wissen, Kenneth 3717 Stoneway Estero, FL 33928 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D Shapiro, Lawrence B. 17595 S. Tamiami Tr. #106 Fort Myers, FL 33908 <input checked="" type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	DVP Abramson, Robert 3734 Stoneway Estero, FL 33928 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	DS Vaux, Melvin 3706 Stoneway Estero, FL 33928 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	D Hartung, Mary Kay 3640 Stoneway Estero, FL 33928 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	800002302948 -09/25/97--01009--017 ***\$61.25 <input type="checkbox"/> Change <input type="checkbox"/> Addition

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:  ROBERT BROWN
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

9/16/97 941-768-6878
Date Daytime Phone

CR2E037 (9/96)