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Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N95000002024

1. Corporation Name
THE HERITAGE DISTRICT ASSOCIATION, INC.

Principal Place of Business 7380 MURRELL ROAD SUITE 201 VIERA FL 32940	Mailing Address 7380 MURRELL ROAD SUITE 201 VIERA FL 32940
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2. Principal Place of Business 21 6939 N. WICKHAM RD Suite, Apt. #, etc. 22	2a. Mailing Address 26 6939 N WICKHAM RD Suite, Apt. #, etc. 27	3. Date Incorporated or Qualified 04/24/1995
23 MELBOURNE FL City & State 24 32940 Zip	28 MELBOURNE FL City & State 29 32940 Zip	4. FEI Number 59-3312992 Applied For Not Applicable
25 USA Country	30 USA Country	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent		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

DACATOR, III JAY A
 7380 MURRELL ROAD, STE 201
 SUITE 201
 VIERA FL 32940

10. Name and Address of New Registered Agent

81 Name STEWART, FRANCIS
 82 Street Address (P.O. Box Number is Not Acceptable) 6939 N WICKHAM RD
 83
 84 City MELBOURNE FL 85 Zip Code 32940

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 _____ DATE 5/12/99
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PD	DEACATOR, JAY	1.1 TITLE	JAMES BOOTH
STREET ADDRESS	7380 MURRELL ROAD, SUITE 201	1.2 NAME	
CITY-ST-ZIP	VIERA FL 32940	1.3 STREET ADDRESS	1995 BUCKHEAD CT.
	<input checked="" type="checkbox"/> DELETE	1.4 CITY-ST-ZIP	VIERA FL 32955
TITLE TD	MARTELL, PAUL	2.1 TITLE	S/T/D
STREET ADDRESS	7380 MURRELL ROAD, SUITE 201	2.2 NAME	CARL BENARRY
CITY-ST-ZIP	VIERA FL 32940	2.3 STREET ADDRESS	1998 BUCKHEAD CT.
	<input checked="" type="checkbox"/> DELETE	2.4 CITY-ST-ZIP	VIERA FL 32955
TITLE S	CEROW, JOAN	3.1 TITLE	VIP D
STREET ADDRESS	7380 MURRELL RD, STE 201	3.2 NAME	RONALD BURKE
CITY-ST-ZIP	VIERA FL 32940	3.3 STREET ADDRESS	PO BOX 560985
	<input checked="" type="checkbox"/> DELETE	3.4 CITY-ST-ZIP	ROCKLEDGE FL 32955
TITLE VD	DICK, MICHAEL	4.1 TITLE	
STREET ADDRESS	7380 MURRELL RD, STE 201	4.2 NAME	
CITY-ST-ZIP	VIERA FL 32940	4.3 STREET ADDRESS	
	<input checked="" type="checkbox"/> DELETE	4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	6.1 TITLE	
TITLE		6.2 NAME	
NAME		6.3 STREET ADDRESS	
STREET ADDRESS		6.4 CITY-ST-ZIP	
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: _____ SIGNATURE REQUIRED _____ DATE 4/29/99

CR2E037 (11/98)