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NONPROFIT CORPORATION
 ANNUAL REPORT
 1999



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

DOCUMENT # N96000003013

1. Corporation Name

SOUTHERN BREEZE CONDOMINIUM ASSOCIATION OF CAPE CORAL, FL INC.

Principal Place of Business

1112 SW 48TH TERRACE
 CAPE CORAL FL 33914

Mailing Address

1112 SW 48TH TERRACE
 CAPE CORAL FL 33914



2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

24 Zip Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

29 Zip Country

3. Date Incorporated or Qualified

06/03/1996

4. FEI Number
 59-2694236

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

9. Name and Address of Current Registered Agent

FITZPATRICK, JAMES E
 1410 SW 54TH TERRACE
 CAPE CORAL FL 33914

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE PD DELETE
 NAME ROSATI, PETER
 STREET ADDRESS 3308 COLLINS FERRY ROAD
 CITY-ST-ZIP MORGANTOWN VA 26505

TITLE VPD DELETE
 NAME FULLER, HARRY S
 STREET ADDRESS 1112 S.W. 48TH TERRACE., C-201
 CITY-ST-ZIP CAPE CORAL FL 33914

TITLE SD DELETE
 NAME LECLAIRE, HENRY A JR.
 STREET ADDRESS 1114 S.W. 48TH TERRACE., B-201
 CITY-ST-ZIP CAPE CORAL FL 33914

TITLE TD DELETE
 NAME ULRICH, JOHN H
 STREET ADDRESS 12301 SNUG HARBOR RD
 CITY-ST-ZIP BERLING MD 21801

TITLE D DELETE
 NAME FITZPATRICK, JAMES E
 STREET ADDRESS 1410 S.W. 54TH TERRACE
 CITY-ST-ZIP CAPE CORAL FL 33914

TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 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: *[Signature]*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/7/99 941-945-1750
 Date Daytime Phone #

CR2E037 (11/98)