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Mar 06 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # N96000005947 (4)

1. Corporation Name
TWO DOWNTOWN CONDOMINIUM OWNERS' ASSOCIATION, INC.



Principal Place of Business Mailing Address
100 MAIN STREET LADY LAKE FL 32159
1100 MAIN STREET LADY LAKE FL 32159-7719

3. Date incorporated or Qualified 11/18/1996
3a. Date of Last Report

2. Principal Place of Business 2a. Mailing Address 4. FEI Number [X] Applied For [] Not Applicable
21 [] 26 []
Suite, Apt. #, etc. Suite, Apt. #, etc.
22 [] 27 []
City & State City & State
23 [] 28 []
Zip Country Zip Country
24 [] 25 [] 29 [] 30 []

5. Certificate of Status Desired [] \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution [] \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes [X] Yes [] No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

MATHEWS, D W
1100 MAIN STREET
LADY LAKE FL 32159

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 _____ DATE _____
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	PD [] DELETE	1.1 TITLE	[] Change [] Addition
NAME	STEWART, JOSEPH	1.2 NAME	
STREET ADDRESS	903 AVENIDA CENTRAL	1.3 STREET ADDRESS	
CITY-ST-ZIP	LADY LAKE FL 32159	1.4 CITY-ST-ZIP	
TITLE	VPSD [] DELETE	2.1 TITLE	[] Change [] Addition
NAME	MATHEWS, D W	2.2 NAME	
STREET ADDRESS	1100 MAIN STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	LADY LAKE FL 32159	2.4 CITY-ST-ZIP	
TITLE	TD [] DELETE	3.1 TITLE	[] Change [] Addition
NAME	DRAKE, STEPHEN	3.2 NAME	
STREET ADDRESS	1100 MAIN STREET	3.3 STREET ADDRESS	
CITY-ST-ZIP	LADY LAKE FL 32159	3.4 CITY-ST-ZIP	
TITLE	[] DELETE	4.1 TITLE	[] Change [] Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	[] DELETE	5.1 TITLE	[] Change [] Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	[] DELETE	6.1 TITLE	[] Change [] Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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: *[Signature]* REQUIRED
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Date: 2-27-97 Daytime Phone: 352-753-6235

CR2E037 (9/96)