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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N98000001104
 1. Corporation Name
BRIGHTON BY THE SEA HOMEOWNERS ASSOCIATION, INC.

Principal Place of Business 2017 CARDINAL LANE NORTH LIBERTY IA 52317	Mailing Address 2017 CARDINAL LANE NORTH LIBERTY IA 52317
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2. Principal Place of Business 21 Suite, Apt. #, etc.	2a. Mailing Address 25 Suite, Apt. #, etc.	3. Date Incorporated or Qualified 02/25/1998
22 City & State	27 City & State	4. FEI Number 58-2482671 Applied For <input type="checkbox"/> Not Applicable
23 Zip	28 Country	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
24 Country	29 Zip	6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees
25 Country	30 Zip	

9. Name and Address of Current Registered Agent GIBSON, THOMAS S 206 E 4TH ST PORT ST JOE FL 32458	10. Name and Address of New Registered Agent 81 Name Lee Noel 82 Street Address (P.O. Box Number is Not Acceptable) 1220 County Rd C-30 83 84 City Port St Joe FL 85 Zip Code 32456
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11. Pursuant to the provisions of Sections 617.0542 and 617.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office of 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 conditions of Section 617.0503, Florida Statutes.
 SIGNATURE: *Lee Noel* DATE: 3/25/99

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD NOEL, LEE G 2017 CARDINAL LANE NORTH LIBERTY FL 52317 <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SD LEVITZ, GARY L 14 CHERRY LANE NE IOWA CITY IA 52240 <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D GIBSON, THOMAS S 206 E 4TH ST PORT ST JOE FL 32458 <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input 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	<input type="checkbox"/> Change <input 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	<input type="checkbox"/> Change <input 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	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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 local or foreign agent 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 hereto, in address, with all other like empowered.
 SIGNATURE: *Lee Noel* DATE: 3/25/99
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E037 (11/98)