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Apr 27, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P10365

1. Corporation Name
HINES HOMES INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 105 SE PARKWAY, SUITE 111, P.O. BOX 1175, FRANKLIN TN 37065-1175
 Mailing Address: 105 SE PARKWAY, SUITE 111, P.O. BOX 1175, FRANKLIN TN 37065-1175

3. Date Incorporated or Qualified: 06/09/1986
 4. FEI Number: 62-1295295
 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 owes the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields for Suite, Apt. #, etc., City & State, Zip, and Country.

9. Name and Address of Current Registered Agent: HINES, C. STANLEY, 36 LAZY EIGHT DR., RT. 1, DAYTONA BEACH FL 32014

10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, and Zip Code.

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, 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 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HINES, MICHAEL G.	1.2 NAME	
STREET ADDRESS	1624 KINNARD DR	1.3 STREET ADDRESS	
CITY-ST-ZIP	FRANKLIN TN	1.4 CITY-ST-ZIP	
TITLE	STD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEBLANC, KENNETH	2.2 NAME	
STREET ADDRESS	100 SONTAG DR	2.3 STREET ADDRESS	
CITY-ST-ZIP	FRANKLIN TN 37064	2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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 607, 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: _____ Date: 1/6/99 Daytime Phone #: 615-790-7213

CR2E034 (11/98)