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FILED
Apr 28 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P93000009160 (1)
 1. Corporation Name
MASTERPIECE HOMES OF NAPLES, INC.



Principal Place of Business
1951 PINE RIDGE RD SUITE 101 NAPLES FL 34109 US

Mailing Address
1951 PINE RIDGE RD SUITE 101 NAPLES FL 34109-2103 US

3. Date Incorporated or Qualified **02/05/1993** 3a. Date of Last Report **10/28/1996**

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24 25

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29 30

4. FEI Number **56-0391808** 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**
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
WAHBEY, ALBERT K
360 QUAIL FOREST BLVD
APT 513
NAPLES FL 34109

555 BOWLINE DR
NAPLES FL 34103

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 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	P <input type="checkbox"/> DELETE	1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WAHBEY, ALBERT K.	1.2 NAME
STREET ADDRESS	2634 TAMiami TRAIL EAST	1.3 STREET ADDRESS
CITY-ST-ZIP	NAPLES FL	1.4 CITY-ST-ZIP
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME
STREET ADDRESS		2.3 STREET ADDRESS
CITY-ST-ZIP		2.4 CITY-ST-ZIP
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]*

CR2E034 (9/96)