SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $750).

PROFIT CORPORATION ANNUAL REPORT

1998

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

FILED
Oct 08 1998 8:00am
Secretary of State

DOCUMENT # **P94000010053 (4)**

1. Corporation Name
MASON-PHILLIPS PROPERTIES OF FLORIDA II, INC.

Principal Place of Business
472 OSCEOLA AVENUE SOUTH
JACKSONVILLE BEACH FL 32250

Mailing Address
472 OSCEOLA AVENUE SOUTH
JACKSONVILLE BEACH FL 32250

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
02/08/1994

4. FEI Number 59-3227747 | 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 owes or has paid the current year Intangible Personal Property Tax due June 30. [X] Yes [ ] No

2. Principal Place of Business
21 2320 S THIRD ST., S
Suite, Apt. #, etc.
22 11
City & State
23 JACKSONVILLE BEACH, FL
Zip
24 32250
Country
25 DUVAL

2a. Mailing Address
26 2320 S THIRD ST., S
Suite, Apt. #, etc.
27 11
City & State
28 JACKSONVILLE BEACH, FL
Zip
29 32250
Country
30 DUVAL

9. Name and Address of Current Registered Agent
MASON-PHILLIPS MANAGEMENT COMPANY
472 OSCEOLA AVENUE SOUTH
JACKSONVILLE BEACH FL 32250

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
2320 S. THIRD STREET
83 SUITE 11
84 City JACKSONVILLE BEACH FL 85 Zip Code

11. Pursuant to the provisions of section 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
Signature of a Director, Officer or Agent of the Corporation or Designated Agent — Print Name of Person Signing — Date
Agent signature requires Subscribed and Sworn — Date

12. OFFICERS AND DIRECTORS

TITLE	CS	[X] DELETE
NAME	SHAW, BURRELL	
STREET ADDRESS	90 TIFTON COVE N	
CITY-ST-ZIP	PONTE VEDRA BEACH FL 32082	
TITLE	PT	[ ] DELETE
NAME	HARTMAN, CHARLES E	
STREET ADDRESS	10101 ARROWHEAD DR. # 1024	
CITY-ST-ZIP	JACKSONVILLE FL 32257	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	D	[ ] Change [X] Addition
12 NAME	VANESSA LYNN HARTMAN	
13 STREET ADDRESS	2320 S. THIRD ST., SUITE 11	
14 CITY-ST-ZIP	JACKSONVILLE BEACH, FL 32250	
21 TITLE		[ ] Change [ ] Addition
22 NAME		
23 STREET ADDRESS		
24 CITY-ST-ZIP		
31 TITLE		[ ] Change [ ] Addition
32 NAME		
33 STREET ADDRESS		
34 CITY-ST-ZIP		
41 TITLE		[ ] Change [ ] Addition
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE		[ ] Change [ ] Addition
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
C1 TITLE		[ ] Change [ ] Addition
C2 NAME		
C3 STREET ADDRESS		
C4 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.

SIGNATURE: [signature] Pres. 9.30.98 904/270.1042

CR2EC24 "98