

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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|-------------------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| PROFIT CORPORATION ANNUAL REPORT 1997 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|-------------------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|

DOCUMENT # *99400029869*
1. Corporation Name

LIFETIME DESIGN COMMUNITIES, INC.

Principal Place of Business
1758 Woodlawn
Fort Myers, FL 33901

Mailing Address
Same

| | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|
| 3. Date Incorporated or Qualified 4/19/94 | 3a. Date of Last Report 5/19/97 |
| 4. FEI Number 65-0494319 | Applied For Not Applicable |
| 5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required | |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |

| | |
|-----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|
| 2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country | 2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country |
|-----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|

9. Name and Address of Current Registered Agent

Arthur R. Wintle Jr.
1758 Woodlawn
Fort Myers, FL 33901

10. Name and Address of New Registered Agent

| | |
|-------------------------------------------------------|-------------|
| 81 Name | 85 Zip Code |
| 82 Street Address (P.O. Box Number is Not Acceptable) | |
| 83 | |
| 84 City | |

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|----------------------|-------------------------------------------------------|-------------------------------------------------------------------|
| TITLE | D; P | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | ARTHUR R. WINTLE JR. | 1.2 NAME | |
| STREET ADDRESS | 1758 Woodlawn | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | Fort Myers, FL 33901 | 1.4 CITY-ST-ZIP | |
| TITLE | | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 2.2 NAME | |
| STREET ADDRESS | | 2.3 STREET ADDRESS | 500002635055-8 |
| CITY-ST-ZIP | | 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 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:

Arthur R. Wintle Jr.
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

8-27-98 (941) 418-0155

Date

Daytime Phone #

CR2E034 (9/96)



ACCOUNT NO. : 072100000032

REFERENCE : 955205 121767A

AUTHORIZATION *Patricia Pizut*

COST LIMIT : \$ 558.75

ORDER DATE : September 9, 1998

ORDER TIME : 10:17 AM

ORDER NO. : 955205-005

CUSTOMER NO: 121767A

CUSTOMER: Ms. Lucy J. Minehan
Karp & Genauer, P.a.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

ANNUAL REPORT FILING

NAME: LIFETIME DESIGN COMMUNITIES,
INC.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
98 SEP -9 AM 10:49
DEPARTMENT OF STATE
DIVISION OF OPERATIONS
TALLAHASSEE, FL 32307