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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P95000035403 1. Corporation Name Windcrest/Parkside II, Inc.			
Principal Place of Business 950 N. Orlando Ave. Ste. 320 Winter Park, FL 32789		Mailing Address P.O. Box 4961 Orlando, FL 328064961	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country	
9. Name and Address of Current Registered Agent B&C Corporate Services of Central Florida, Inc. 390 N. Orange Ave., Ste. 1100 Orlando, FL 32801		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: 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 NAME Charles B. Palmer STREET ADDRESS 950 N. Orlando Ave., Ste. 320 CITY-ST-ZIP Winter Park, FL 32789		1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	
TITLE D/S/T NAME Robert M. Bobinchuck STREET ADDRESS 100 Congress Ave., Ste. 1010 CITY-ST-ZIP Austin, TX 78701		2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		3.1 TITLE VP 3.2 NAME Preston Perrone 3.3 STREET ADDRESS 950 N. Orlando Ave., Ste. 320 3.4 CITY-ST-ZIP Winter Park, FL 32789	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		4.1 TITLE VP 4.2 NAME Rick Deyoe 4.3 STREET ADDRESS 100 Congress Ave., Ste. 1010 4.4 CITY-ST-ZIP Austin, TX 78701	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	
TITLE NAME STREET ADDRESS CITY-ST-ZIP		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 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 a attachment with an address.			
SIGNATURE: Preston Perrone, Vice President SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR			

4/29/97

407/628-4544