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FILED
May 27 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P95000064441 (5)

1. Corporation Name
THE RESIDENCES AT GULFSHORE, INC.

Principal Place of Business

% PORTER, WRIGHT, MORRIS & ARTHUR
4501 TAMiami TRAIL NORTH, SUITE 400
NAPLES FL 33940

Mailing Address

% PORTER, WRIGHT, MORRIS & ARTHUR
4501 TAMiami TRAIL NORTH, SUITE 400
NAPLES FL 34103-3013



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/14/1995		3a. Date of Last Report 05/01/1996	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		4. FEI Number 65-0606453		Applied For Not Applicable	
22. City & State		27. City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip		28. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country		29. Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

THOMPSON, STUART A
4501 TAMiami TRAIL NORTH
SUITE 400
NAPLES FL 33940

10. Name and Address of New Registered Agent

81. Name
WILSON, GARY K.
82. Street Address (P.O. Box Number is Not Acceptable)
4501 TAMiami TRAIL NORTH
83. SUITE 400
84. City
NAPLES
85. Zip Code
FL 34103

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]* (NOTE: Registered Agent signature required when reinstating) DATE: 5-20-97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VINING, DONALD O	1.2 NAME	
STREET ADDRESS	4115 CUTLASS LANE	1.3 STREET ADDRESS	
CITY - ST - ZIP	NAPLES FL 33940	1.4 CITY - ST - ZIP	NAPLES, FL 34102
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OUVERSON, THOMAS H	2.2 NAME	
STREET ADDRESS	711 18TH AVENUE S	2.3 STREET ADDRESS	
CITY - ST - ZIP	NAPLES FL 33940	2.4 CITY - ST - ZIP	NAPLES, FL 34102
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 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]* DATE: 4/23/97 (94) 263-0552
THOMAS H. OUVerson (PRINTED NAME OF SIGNING OFFICER OR DIRECTOR)

CR2E034 (9/96)