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

PROFIT CORPORATION ANNUAL REPORT

1998



LLORIDA DEPARTMENT DE STATE

Sandra B. Mortham

Secretary of State DIVISION OF CORPORATIONS

DOCUMENT # P95000066279 (7)

PALM COAST COMMUNITY HOMES, INC.

Principal Place of Business Mailing Address 1 HARGROVE GRADE LOWE ENTERPRISES. INC 11777 SAN VICENTE BLVD. #800 PALM COAST FL 32137 DO NOT WRITE IN THIS SPACE LOS ANGELES CA 90049 3. Date Incorporated or Qualified 08/28/1995 2. Principal Place of Business 2a. Mailing Address FEI Number Applied For 59-3331474 3 Waterside Parkway 26 Not Applicable Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired 22 Fee Required City & State City & State 6. Election Campaign Financing \$5.00 May Be Palm Coast Trust Fund Contribution 28 Added to Fees Country Country 8. This corporation owes or has paid the current year Intangible 32137 25 USA X Yes 29 30 Personal Property Tax due June 30. 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent B&C CORPORATE SERVICES OF CENTRAL FL, INC. 390 N. ORANGE AVE, STE. 1100 Street Address (P.O. Box Number is Not Acceptable) ORLANDO FL 32801 83 84 City 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. Lam familiar with, and accept the obligations of, Section 607.0505, Florida Statutes. SIGNATURE (NOTE Registered Agent signature required when reinstating) OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 12. 13. DELETE Addition TIFLE 11 TILLE X Channe PLATT, JOHN B. III NAME 1.2 NAME 169 LA VEREDA RD. 196 STREET ADDRESS 1.3 STREET ADDRESS SANTA BARBARA CA 93108 1.4 CITY - ST - ZIP CITY-ST-ZIP DELETE Change Addition 21 TITLE TITLE LOWE, ROBERT J. 2.2 NAME NAME 11777 SAN VICENTE BLVD, #900 STREET ADDRESS 2.3 STREET ADDRESS LOS ANGELES CA CITY-ST-ZIP 2 4 CITY-ST-ZIP DELETE TITLE 31 TITLE Change Addition DEL FRANCO, PETER A. NAME 3 2 NAME 11777 SAN VICENTE BLVD. #900 STREET ADDRESS 3 3 STREET ADDRESS LOS ANGELES CA CITY - \$1 - ZIP 3.4. CHTY - ST - ZIP DELETE 4 1 TITLE Change Addition TITLE KENYON, BETTY J NAME 4. 2 NAME 11777 SAN VICENTE BLVD, #900 4.3 STREET ADORESS STREET ADDRESS LOS ANGELES CA 4 4 CITY - ST - ZIP CITY - ST - ZIP DCEO DEFETE Change Addition Titte 5 1 TITLE HEWLETTE, EARL D. JR. NAME 5.2 NAME 5757 PALM BLVD. STREET ADDRESS 5.3 STREET ADDRESS

14. Thereby 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 supplienced a fitness report is true and accurate and that my signature shall have the same legal effect as if made under eath; that I am an officer or director of the corporation or the receiver or trusted empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in indicated on this annual report of the property of the receiver or truster emprovement of Block 12 or Block 13 if changed, or on an attachment with an address.

61 TITLE

6.2 NAME

5.4 CITY - ST - ZIP

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

VP/CFO

3 Waterside Parkway

Palm Coast, FL 32137

SIGNATURE:

CITY - ST - ZIP

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

ISLE OF PALMS SC 29451

WETHE, WILLIAM T

PALM COAST FL

1 HARGROVE GRADE

DELETE

Betty J. Kenyon, Sec. 4/29/98 (310) 820-6661

X Change

Addition

FILED

May 15 1998 8:00am

Secretary of State

PALM COAST COMMUNITY HOMES, INC. PROFIT CORPORATION ANNUAL REPORT OFFICERS CONTINUED

Scott Allan Vice President 11777 San Vicente Blvd., #900 Los Angeles, CA 90049

Dana Ashton Vice President 11777 San Vicente Blvd., #900 Los Angeles, CA 90049

John M. DeMarco Vice President and Corporate Counsel 11777 San Vicente Blvd., #900 Los Angeles, CA 90049

Robert D. DeVore Vice President 3 Waterside Parkway Palm Coast, FL 32137

Edward R. Ginn III President 3 Waterside Parkway Palm Coast, FL 32137

John R. Hemphill Vice President 3 Waterside Parkway Palm Coast, FL 32137

Jose Levy Vice President 3 Waterside Parkway Palm Coast, FL 32137

Robert J. Lowe, Jr. Vice President 11777 San Vicente Blvd., #900 Los Angeles, CA 90049

Peter R. O'Keeffe Senior Vice President 11777 San Vicente Boulevard, #900 Los Angeles, CA 90049

PALM COAST COMMUNITY HOMES, INC. PROFIT CORPORATION ANNUAL REPORT OFFICERS CONTINUED

Salve A. Pennya Senior Vice President and Assistant Secretary 11777 San Vicente Boulevard, #900 Los Angeles, CA 90049

Stuart C. Rockett Vice President 3 Waterside Parkway Palm Coast, FL 32137

Clinton F. Smith Vice President 3 Waterside Parkway Palm Coast, FL 32137