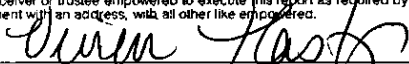


**FILED**  
**Mar 31, 2003 8:00 am**  
**Secretary of State**

03-31-2003 90219 015 \*\*\*150.00

**2003 FOR PROFIT CORPORATION  
UNIFORM BUSINESS REPORT (UBR)**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                  |                                 |                                                                                  |                                                                                                 |                                                                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|---------------------------------|----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| <b>DOCUMENT # P95000070489</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                  |                                 |                                                                                  |                |                                                                              |
| 1. Entity Name<br><b>HERON BAY, INC.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                  |                                 |                                                                                  |                                                                                                 |                                                                              |
| Principal Place of Business<br><b>24301 WALDEN CENTER DRIVE<br/>BONITA SPRINGS, FL 34134 US</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                  |                                 | Mailing Address<br><b>24301 WALDEN CENTER DR<br/>BONITA SPRINGS, FL 34134 US</b> |                                                                                                 |                                                                              |
| 2. Principal Place of Business                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                  |                                 | 3. Mailing Address                                                               |                                                                                                 |                                                                              |
| Suite, Apt. #, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                  |                                 | Suite, Apt. #, etc.                                                              |                                                                                                 |                                                                              |
| City & State                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                  |                                 | City & State                                                                     |                                                                                                 |                                                                              |
| Zip                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Country                          | Zip                             | Country                                                                          | 4. FEI Number<br><b>65-0540040</b>                                                              |                                                                              |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                  |                                 |                                                                                  | Applied For<br><input type="checkbox"/> Not Applicable                                          |                                                                              |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                  |                                 |                                                                                  | 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75</b> Additional Fee Required |                                                                              |
| 6. Name and Address of Current Registered Agent<br><b>HASTINGS, VIVIEN N<br/>24301 WALDEN CENTER DRIVE<br/>BONITA SPRINGS, FL 34134</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                  |                                 | 7. Name and Address of New Registered Agent                                      |                                                                                                 |                                                                              |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                  |                                 | Name                                                                             |                                                                                                 |                                                                              |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                  |                                 | Street Address (P.O. Box Number is Not Acceptable)                               |                                                                                                 |                                                                              |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                  |                                 | City                                                                             |                                                                                                 |                                                                              |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                  |                                 | FL Zip Code                                                                      |                                                                                                 |                                                                              |
| 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.                                                                                                                                                                                                                                                                                                                                                                                                                     |                                  |                                 |                                                                                  |                                                                                                 |                                                                              |
| SIGNATURE _____<br><small>Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)</small> DATE _____                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                  |                                 |                                                                                  |                                                                                                 |                                                                              |
| <b>FILE NOW!! FEES \$150.00</b><br><b>After May 1, 2003 Fee will be \$550.00</b><br><b>Make Check Payable to Florida Department of State</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                  |                                 |                                                                                  |                                                                                                 |                                                                              |
| 9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00</b> May Be Added to Fees                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                  |                                 |                                                                                  |                                                                                                 |                                                                              |
| 10. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                  |                                 | 11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11                            |                                                                                                 |                                                                              |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | DP                               | <input type="checkbox"/> Delete | TITLE                                                                            | V                                                                                               | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>MOSCATO, ALBERT F JR</b>      |                                 | NAME                                                                             | <b>James D. Cullen</b>                                                                          |                                                                              |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>24301 WALDEN CENTER DRIVE</b> |                                 | STREET ADDRESS                                                                   | <b>24301 Walden Center Drive</b>                                                                |                                                                              |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>BONITA SPRINGS, FL 34134</b>  |                                 | CITY-ST-ZIP                                                                      | <b>Bonita Springs, FL 34134</b>                                                                 | <input type="checkbox"/> Addition                                            |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | VT                               | <input type="checkbox"/> Delete | TITLE                                                                            |                                                                                                 | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>ADELMAN, STEVEN C</b>         |                                 | NAME                                                                             |                                                                                                 |                                                                              |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>24301 WALDEN CENTER DRIVE</b> |                                 | STREET ADDRESS                                                                   |                                                                                                 |                                                                              |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>BONITA SPRINGS, FL 34134</b>  |                                 | CITY-ST-ZIP                                                                      |                                                                                                 |                                                                              |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | S                                | <input type="checkbox"/> Delete | TITLE                                                                            |                                                                                                 | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>HASTINGS, VIVIEN</b>          |                                 | NAME                                                                             |                                                                                                 |                                                                              |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>24301 WALDEN CENTER DRIVE</b> |                                 | STREET ADDRESS                                                                   |                                                                                                 |                                                                              |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>BONITA SPRINGS, FL 34134</b>  |                                 | CITY-ST-ZIP                                                                      |                                                                                                 |                                                                              |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                  | <input type="checkbox"/> Delete | TITLE                                                                            |                                                                                                 | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                  |                                 | NAME                                                                             |                                                                                                 |                                                                              |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                  |                                 | STREET ADDRESS                                                                   |                                                                                                 |                                                                              |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                  |                                 | CITY-ST-ZIP                                                                      |                                                                                                 |                                                                              |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                  | <input type="checkbox"/> Delete | TITLE                                                                            |                                                                                                 | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                  |                                 | NAME                                                                             |                                                                                                 |                                                                              |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                  |                                 | STREET ADDRESS                                                                   |                                                                                                 |                                                                              |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                  |                                 | CITY-ST-ZIP                                                                      |                                                                                                 |                                                                              |
| 12. 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 report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered. |                                  |                                 |                                                                                  |                                                                                                 |                                                                              |
| SIGNATURE:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                  |                                 | 03/25/03 (239) 498-8605                                                          |                                                                                                 |                                                                              |
| Vivien N. Hastings, Secretary                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                  |                                 | Date Citywide Phone #                                                            |                                                                                                 |                                                                              |

CR2E034 (10/02)