

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

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000033831

1. Corporation Name
RBG APARTMENTS, INC.

Principal Place of Business

P.O. BOX 2080
JACKSONVILLE FL 32231-0010

Mailing Address

P.O. BOX 2080
JACKSONVILLE FL 32231-0010

2. Principal Place of Business

21 Suite, Apt. #, etc

22 City & State

23 Zip Country

24

2a. Mailing Address

26 Suite, Apt. #, etc

27 City & State

28 Zip Country

29

30

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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 and title are required)

DATE

12. OFFICERS AND DIRECTORS

TITLE D [] DELETE

NAME WERTZ, LARRY J

STREET ADDRESS 225 WATER STREET

CITY-STATE-ZIP JACKSONVILLE FL 32202

TITLE D [] DELETE

NAME MITCHELL, JOHN A III

STREET ADDRESS 225 WATER STREET

CITY-STATE-ZIP JACKSONVILLE FL 32202

TITLE D [] DELETE

NAME HODNETT, BYRON E

STREET ADDRESS 225 WATER ST.

CITY-STATE-ZIP JACKSONVILLE FL 32202

TITLE [] DELETE

NAME

STREET ADDRESS

CITY-STATE-ZIP

TITLE [] DELETE

NAME

STREET ADDRESS

CITY-STATE-ZIP

TITLE [] DELETE

NAME

STREET ADDRESS

CITY-STATE-ZIP

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE

12 NAME

13 STREET ADDRESS

14 CITY-STATE-ZIP

21 TITLE

22 NAME

23 STREET ADDRESS

24 CITY-STATE-ZIP

31 TITLE

32 NAME

33 STREET ADDRESS

34 CITY-STATE-ZIP

41 TITLE

42 NAME

43 STREET ADDRESS

44 CITY-STATE-ZIP

51 TITLE

52 NAME

53 STREET ADDRESS

54 CITY-STATE-ZIP

61 TITLE

62 NAME

63 STREET ADDRESS

64 CITY-STATE-ZIP

Senior Vice President
Robert L. Andersen
301 S. College St.
Charlotte, NC 28288

2099

300002765833-3

14. 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 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, with all other like empowered.

SIGNATURE:

Robert L. Andersen 2/2/99

704-314-6611

0046900

CR2E034 (1/1/98)



COST LIMIT : \$ 150.00

CUSTOMER: Lisa P. Clontz, Legal Asst
First Union Corporation
One First Union Ctr
Legal Dept. - 31st Floor
Charlotte, NC 28288

NAME: RBG APARTMENTS, INC.

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS: