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06-18-1999 90012 015 ***558.75

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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P97000040605 ✓

1. Corporation Name
 WESTFIELD HOMES USA, INC.

Principal Place of Business: 4350 W CYPRESS ST, STE 640, TAMPA FL 33607
 Mailing Address: 4350 W CYPRESS ST, STE 640, TAMPA FL 33607

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 05/07/1997

4. FEI Number: 59-3460903

5. Certificate of Status Desired: Applied For, Not Applicable. Fee: \$8.75 Additional Fee Required

6. Election Campaign Financing: \$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax: Yes, No

2. Principal Place of Business: 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country 25

2a. Mailing Address: 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30

9. Name and Address of Current Registered Agent

SCHLOSSER, RICHARD A
 101 E. KENNEDY BLVD., STE. 4100
 TAMPA FL 33602

10. Name and Address of New Registered Agent

81 Name: Schlosser, Richard A.
 82 Street Address (P.O. Box Number is Not Acceptable): 500 East Kennedy Blvd.
 83 Suite 200
 84 City: Tampa, FL 85 Zip Code: 33602

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]* RICHARD A. SCHLOSSER DATE: 6/15/99

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE: PC NAME: GATEWOOD, ROGER STREET ADDRESS: 4350 W CYPRESS ST, STE 640 CITY-ST-ZIP: TAMPA FL 33607	<input type="checkbox"/> DELETE	1.1 TITLE: Vice President/Treasurer 1.2 NAME: Baker, Frank 1.3 STREET ADDRESS: 4350 W. Cypress Street 1.4 CITY-ST-ZIP: Tampa, FL 33607	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE: VS NAME: THIBODEAN, DARLENE STREET ADDRESS: 4350 W CYPRESS ST, STE 640 CITY-ST-ZIP: TAMPA FL 33607	<input checked="" type="checkbox"/> DELETE	2.1 TITLE: Vice President 2.2 NAME: Berger, Andrew 2.3 STREET ADDRESS: 4350 W. Cypress Street 2.4 CITY-ST-ZIP: Tampa, FL 33607	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE: V NAME: MESSERLY, MARK STREET ADDRESS: 4350 W CYPRESS ST, STE 640 CITY-ST-ZIP: TAMPA FL 33607	<input type="checkbox"/> DELETE	3.1 TITLE: 3.2 NAME: 3.3 STREET ADDRESS: 3.4 CITY-ST-ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: NAME: STREET ADDRESS: CITY-ST-ZIP:	<input type="checkbox"/> DELETE	4.1 TITLE: 4.2 NAME: 4.3 STREET ADDRESS: 4.4 CITY-ST-ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: NAME: STREET ADDRESS: CITY-ST-ZIP:	<input type="checkbox"/> DELETE	5.1 TITLE: 5.2 NAME: 5.3 STREET ADDRESS: 5.4 CITY-ST-ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: NAME: STREET ADDRESS: CITY-ST-ZIP:	<input type="checkbox"/> DELETE	6.1 TITLE: 6.2 NAME: 6.3 STREET ADDRESS: 6.4 CITY-ST-ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: *[Signature]* FRANK S. BAKER DATE: 6/15/99 DAYTIME PHONE #: (813) 874-9872

CR2E034 (11/98)