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

FILED
99 MAY 14 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P97000054185

1. Corporation Name
WINDCREST/CROSSING II, INC.

Principal Place of Business
950 N. ORLANDO AVE., STE. 320
WINTER PARK FL 32789

Mailing Address
P.O. BOX 4961
ORLANDO FL 32802-4961
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 06/19/1997
4. FEI Number: 59-3452981 [ ] Applied For [ ] Not Applicable
5. Certificate of Status Desired [ ] $8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution [ ] $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
B&C CORPORATE SERVICES OF CENTRAL FLORIDA
390 N. ORANGE AVE., STE. 1100
ORLANDO FL 32801

10. Name and Address of New Registered Agent
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 required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	DP	[X] DELETE
NAME	PALMER, CHARLES B	
STREET ADDRESS	950 N. ORLANDO AVE., STE. 320	
CITY-ST-ZIP	WINTER PARK FL 32789	
TITLE	~~DSTV~~ D	[ ] DELETE
NAME	BOBINCHUCK, ROBERT M	
STREET ADDRESS	100 CONGRESS AVE., STE. 1010	
CITY-ST-ZIP	AUSTIN TX 78701	
TITLE	VP	[X] DELETE
NAME	PERRONE, PRESTON	
STREET ADDRESS	950 N. ORLANDO AVE., STE. 320	
CITY-ST-ZIP	WINTER PARK FL 32789	
TITLE	~~AS~~ VP	[ ] DELETE
NAME	MARTIN, NICOLE	
STREET ADDRESS	100 CONGRESS AVE., STE. 1010	
CITY-ST-ZIP	AUSTIN TX 78701	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE		[ ] Change [ ] Addition
12 NAME	500002879895--2	
13 STREET ADDRESS	-05/19/99--01048--008	
14 CITY-ST-ZIP	****150.00 ****150.00	
21 TITLE		[ ] Change [ ] Addition
22 NAME		
23 STREET ADDRESS		
24 CITY-ST-ZIP		
31 TITLE		[ ] Change [ ] Addition
32 NAME		
33 STREET ADDRESS		
34 CITY-ST-ZIP		
41 TITLE		[ ] Change [ ] Addition
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE		[ ] Change [ ] Addition
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE		[ ] Change [ ] Addition
62 NAME		
63 STREET ADDRESS		
64 CITY-ST-ZIP		

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: ______ 3-11-99 512-493-3000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (11/98)

0081314