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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P97000054802

1. Corporation Name
CAPTIVA CROSSINGS, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 24280 S. TAMiami TrL, BONITA SPRINGS FL 33923-34134
Mailing Address: 24280 S. TAMiami TrL, BONITA SPRINGS FL 33923-34134

3. Date Incorporated or Qualified: 06/20/1997
4. FEI Number: 65-0775110
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

2. Principal Place of Business (21-23)
2a. Mailing Address (26-28)
24. Zip, 25. Country, 29. Zip, 30. Country

9. Name and Address of Current Registered Agent
SMITH, WILLIAM R
8191 COLLEGE PKY., STE. 300
FT. MYERS FL 33919

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City, 85 Zip Code (FL)

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS
TITLE: D
NAME: KNIGHT, STEEVEN C
STREET ADDRESS: 24280 S. TAMiami TrL
CITY-ST-ZIP: BONITA SPRINGS FL 33923

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE, 1.2 NAME, 1.3 STREET ADDRESS, 1.4 CITY-ST-ZIP
2.1 TITLE, 2.2 NAME, 2.3 STREET ADDRESS, 2.4 CITY-ST-ZIP
3.1 TITLE, 3.2 NAME, 3.3 STREET ADDRESS, 3.4 CITY-ST-ZIP
4.1 TITLE, 4.2 NAME, 4.3 STREET ADDRESS, 4.4 CITY-ST-ZIP
5.1 TITLE, 5.2 NAME, 5.3 STREET ADDRESS, 5.4 CITY-ST-ZIP
6.1 TITLE, 6.2 NAME, 6.3 STREET ADDRESS, 6.4 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: _____ SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Date: 1/26/99 Daytime Phone #: 941-992-9096

CR2E034 (11/98)