

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

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PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P97000108347

1. Corporation Name
VILLAS BY THE SEA DEVELOPMENT, INC.



Principal Place of Business
**8085 N ATLANTIC AVE
 CAPE CANAVERAL FL 32920**

Mailing Address
**8085 N ATLANTIC AVE
 CAPE CANAVERAL FL 32920**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		12/26/1997	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		APPLIED FOR	
City & State		City & State		Applied For	
23		28		Not Applicable	
Zip		Zip		5. Certificate of Status Desired <input type="checkbox"/>	
Country		Country		\$8.75 Additional Fee Required	
24		29		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	
25		30		\$5.00 May Be Added to Fees	
26		31		8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
SOILEAU, JOHN L 1970 MICHIGAN AVE, BLDG C COCOA FL 32922				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RUMBLE, GEORGE	1.2 NAME	
STREET ADDRESS	8085 N ATLANTIC AVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	CAPE CANAVERAL FL 32920	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FISHER, KAREN R	2.2 NAME	
STREET ADDRESS	8085 N ATLANTIC AVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	CAPE CANAVERAL FL 32920	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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]* Date *Feb 8/99* Daytime Phone # *1-905-842-5595*

CR2E034 (11/98)