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Mar 31, 1999 8:00 am
Secretary of State

03-31-1999 90059 044 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P98000014801

1. Corporation Name
ECHELON AT CARILLON ONE, INC.

Principal Place of Business ONE PROGRESS PLAZA SUITE 1500 ST PETERSBURG FL 33701	Mailing Address ONE PROGRESS PLAZA SUITE 1500 ST PETERSBURG FL 33701
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 450 Carillon Parkway Suite, Apt. #, etc. 22 Suite 200 City & State 23 St. Petersburg, FL Zip Country 24 33716 25 USA		2a. Mailing Address 26 450 Carillon Parkway Suite, Apt. #, etc. 27 Suite 200 City & State 28 St. Petersburg, FL Zip Country 29 33716 30 USA		3. Date Incorporated or Qualified 02/12/1998	
9. Name and Address of Current Registered Agent JOHNSON, SUSAN G ONE PROGRESS PLAZA SUITE 1500 ST PETERSBURG FL 33701		10. Name and Address of New Registered Agent 81 Name Susan G. Johnson 82 Street Address (P.O. Box Number is Not Acceptable) 450 Carillon Parkway, Suite 200 83 84 City St. Petersburg FL 85 Zip Code 33716			

11. Pursuant to the provisions of Sections 607.0502 and 607.1608, 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 *Susan G. Johnson* **Susan G. Johnson** 3/29/99
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	D/P <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HIGGINS, RAYMOND F	1.2 NAME	Raymond F. Higgins
STREET ADDRESS	ONE PROGRESS PLAZA	1.3 STREET ADDRESS	450 Carillon Parkway, Suite 200
CITY-ST-ZIP	ST PETERSBURG FL 33701	1.4 CITY-ST-ZIP	St. Petersburg, FL 33716
TITLE	SVD <input type="checkbox"/> DELETE	2.1 TITLE	D/V/S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHNSON, SUSAN G	2.2 NAME	Susan G. Johnson
STREET ADDRESS	ONE PROGRESS PLAZA	2.3 STREET ADDRESS	450 Carillon Parkway, Suite 200
CITY-ST-ZIP	ST PETERSBURG FL 33701	2.4 CITY-ST-ZIP	St. Petersburg, FL 33716
TITLE	VTD <input type="checkbox"/> DELETE	3.1 TITLE	D/V/T <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOBBS, JAMES R JR	3.2 NAME	James R. Hobbs, Jr.
STREET ADDRESS	ONE PROGRESS PLAZA	3.3 STREET ADDRESS	450 Carillon Parkway, Suite 200
CITY-ST-ZIP	ST PETERSBURG FL 33701	3.4 CITY-ST-ZIP	St. Petersburg, FL 33716
TITLE	S <input checked="" type="checkbox"/> DELETE	4.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CRISP, AMY L ASST	4.2 NAME	Julio A. Maggi
STREET ADDRESS	ONE PROGRESS PLAZA	4.3 STREET ADDRESS	450 Carillon Parkway, Suite 200
CITY-ST-ZIP	ST PETERSBURG FL 33701	4.4 CITY-ST-ZIP	St. Petersburg, FL 33716
TITLE	S <input checked="" type="checkbox"/> DELETE	5.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MCDONALD, SHERRY L ASST	5.2 NAME	Robert Titus
STREET ADDRESS	ONE PROGRESS PLAZA	5.3 STREET ADDRESS	450 Carillon Parkway, Suite 200
CITY-ST-ZIP	ST PETERSBURG FL 33701	5.4 CITY-ST-ZIP	St. Petersburg, FL 33716
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: *Susan G. Johnson* **Susan G. Johnson** 3/29/99 727-803-8200
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)