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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 MAR 25 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P98000092850

1. Corporation Name
WATERFORD POINTE APARTMENTS, INC.

Principal Place of Business
3300 SOUTH HIAWASSEE ROAD #107
ORLANDO FL 32835

Mailing Address
POST OFFICE BOX 4961
ORLANDO FL 32802-4961

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
11/02/1998

4. FEI Number
59-3541005
[ ] 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 NORTH ORANGE AVENUE
SUITE 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)

800002817888--3
-03/25/99--01005--019
****150.00 ****150.00

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	D	[X] DELETE	1.1 TITLE	~~CEO~~	[X] Change [ ] Addition
NAME	CHIRA, LEE		1.2 NAME	~~CHIRA, LEE~~	
STREET ADDRESS	3300 SOUTH HIAWASSEE ROAD #107		1.3 STREET ADDRESS	~~3300 S. HIAWASSEE ROAD #107~~	
CITY-ST-ZIP	ORLANDO FL 32835		1.4 CITY-ST-ZIP	~~ORLANDO, FL 32835~~	
TITLE	D	[ ] DELETE	2.1 TITLE	VP	[X] Change [ ] Addition
NAME	L. MILLS TUTTLE		2.2 NAME	TUTTLE, L. MILLS	
STREET ADDRESS	3300 SOUTH HIAWASSEE ROAD #107		2.3 STREET ADDRESS	3200 S. HIAWASSEE ROAD, #205	
CITY-ST-ZIP	ORLANDO FL 32835		2.4 CITY-ST-ZIP	ORLANDO, FL 32835	
TITLE	D	[ ] DELETE	3.1 TITLE	VP, AT	[X] Change [ ] Addition
NAME	LAWLER, THOMAS P		3.2 NAME	LAWLER, THOMAS P.	
STREET ADDRESS	3300 SOUTH HIAWASSEE ROAD #107		3.3 STREET ADDRESS	3200 S. HIAWASSEE ROAD, #205	
CITY-ST-ZIP	ORLANDO FL 32835		3.4 CITY-ST-ZIP	ORLANDO, FL 32835	
TITLE	D	[ ] DELETE	4.1 TITLE	VPT	[X] Change [ ] Addition
NAME	WILLNER, DAVID M		4.2 NAME	WILLNER, DAVID M.	
STREET ADDRESS	3300 SOUTH HIAWASSEE ROAD #107		4.3 STREET ADDRESS	3200 S. HIAWASSEE ROAD # 205	
CITY-ST-ZIP	ORLANDO FL 32835		4.4 CITY-ST-ZIP	ORLANDO, FL 32835	
TITLE	D	[ ] DELETE	5.1 TITLE	VP, COMPTROLLER	[X] Change [ ] Addition
NAME	PEISNER, ERIC		5.2 NAME	PEISNER, ERIC	
STREET ADDRESS	3300 SOUTH HIAWASSEE ROAD #107		5.3 STREET ADDRESS	3300 S. HIAWASSEE ROAD, #205	
CITY-ST-ZIP	ORLANDO FL 32835		5.4 CITY-ST-ZIP	ORLANDO, FL 32835	
TITLE	D	[ ] DELETE	6.1 TITLE	P	[X] Change [ ] Addition
NAME	KROPP, STEVEN G		6.2 NAME	KROPP, STEVEN G.	
STREET ADDRESS	3300 SOUTH HIAWASSEE ROAD #107		6.3 STREET ADDRESS	3200 S. HIAWASSEE ROAD, #205	
CITY-ST-ZIP	ORLANDO FL 32835		6.4 CITY-ST-ZIP	ORLANDO, FL 32835	

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]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
STEVEN G. KROPP, PRESIDENT

3-15-99 Date

407-297-1600 Daytime Phone #

CR2E034 (11/98)