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Apr 03 1997 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 732360 (3)

1. Corporation Name
NAPLES TIERRA DEL SOL, INC.



Principal Place of Business Mailing Address
C/O INTEGRATED PROPERTY MANAGEMENT, INC.
3435 10TH STREET NORTH, SUITE 201
NAPLES FL 33940 C/O INTEGRATED PROPERTY MANAGEMENT, INC.
3435 10TH STREET NORTH, SUITE 201
NAPLES FL 34103-3615

3. Date Incorporated or Qualified 03/31/1975 3a. Date of Last Report 04/29/1996

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

4. FEI Number 59-2004987 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
ADAMS, JOE
COLLIER PLACE ONE SUITE 100
3003 TAMAMI TRAIL NORTH
NAPLES FL 33940

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 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

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

Table with 6 rows and 2 columns: 12. OFFICERS AND DIRECTORS. Columns: TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP. Rows include PD PINX, BARBRA; VPD HURST BETTY; STD MULLINS BEATRICE.

Table with 6 rows and 2 columns: 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12. Columns: 1.1 TITLE, 1.2 NAME, 1.3 STREET ADDRESS, 1.4 CITY-ST-ZIP. Includes checkboxes for Change and Addition.

14. I do 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [Signature] REQUIRED Date: 3/12/97 Daytime Phone #: 941-724-4493

CR2E037 (9/96)