

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

FILED
May 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 592142 (4)
 1. Corporation Name
FLEETWOOD HOLIDAYS, INC.



Principal Place of Business C/O FLEEWOOD ENTERPRISES INC 3125 MYERS ST. PO BOX 7638 RIVERSIDE CA 92513-4638	Mailing Address C/O FLEEWOOD ENTERPRISES INC 3125 MYERS ST. PO BOX 7638 RIVERSIDE CA 92513-4638
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/02/1978	
21		26		4. FEI Number 95-3406951	Applied For <input type="checkbox"/> Not Applicable
22. Suite, Apt. #, etc.		27. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23. City & State		28. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Zip	25. Country	29. Zip	30. Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				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) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C <input checked="" type="checkbox"/> DELETE	1.1 TITLE	C/CEO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CREAN, JOHN C	1.2 NAME	KUMMER, GLENN F.
STREET ADDRESS	3125 MYERS ST, BOX 7638	1.3 STREET ADDRESS	3125 MYERS ST
CITY-ST-ZIP	RIVERSIDE, CA 00000	1.4 CITY-ST-ZIP	RIVERSIDE CA 92503
TITLE	P <input type="checkbox"/> DELETE	2.1 TITLE	P/COO/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KUMMER, GLENN F	2.2 NAME	POTTER, NELSON W.
STREET ADDRESS	3125 MYERS ST, BOX 7638	2.3 STREET ADDRESS	3125 MYERS ST
CITY-ST-ZIP	RIVERSIDE, CA 00000	2.4 CITY-ST-ZIP	RIVERSIDE CA 92503
TITLE	CV <input type="checkbox"/> DELETE	3.1 TITLE	V/AS/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BINGHAM, PAUL M	3.2 NAME	BINGHAM, PAUL M.
STREET ADDRESS	3125 MYERS ST, BOX 7638	3.3 STREET ADDRESS	3125 MYERS ST
CITY-ST-ZIP	RIVERSIDE, CA 00000	3.4 CITY-ST-ZIP	RIVERSIDE CA 92503
TITLE	VS <input type="checkbox"/> DELETE	4.1 TITLE	V/S/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEAR, WILLIAM H.	4.2 NAME	LEAR, WILLIAM H.
STREET ADDRESS	3125 MYERS ST, BOX 7638	4.3 STREET ADDRESS	3125 MYERS ST
CITY-ST-ZIP	RIVERSIDE, CA 00000	4.4 CITY-ST-ZIP	RIVERSIDE CA 92503
TITLE	TAS <input type="checkbox"/> DELETE	5.1 TITLE	
NAME	LARKIN, LYLE N.	5.2 NAME	
STREET ADDRESS	3125 MYERS ST, BOX 7638	5.3 STREET ADDRESS	
CITY-ST-ZIP	RIVERSIDE, CA 00000	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	
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.

SIGNATURE _____

CR2E034 (10/97)

**OFFICERS AND DIRECTORS
OF
FLEETWOOD HOLIDAYS, INC.**

Glenn F. Kummer	Chairman of the Board and Chief Executive Officer
Nelson W. Potter	President- Chief Operating Officer and Director
Jon A. Nord	Senior Vice President - Housing Group
Elden L. Smith	Senior Vice President - RV Group
Paul M. Bingham	Senior Vice President - Finance and Assistant Secretary and Director
William H. Lear	Vice President - General Counsel and Secretary and Director
Robert W. Graham	Vice President - Administration
Lyle N. Larkin	Treasurer and Assistant Secretary

**ALL CORRESPONDENCE DIRECTED TO ANY OF THE
ABOVE SHOULD BE ADDRESSED AS FOLLOWS:**

**P. O. BOX 7638
RIVERSIDE, CA 92513-7638**

1/13/98