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FILED
Apr 29, 1999 8:00 am
Secretary of State

04-29-1999 90210 004 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # 677851

1. Corporation Name
CNL GROUP, INC.



Principal Place of Business
 400 E SOUTH ST #500
 ORLANDO FL 32801

Mailing Address
 400 E SOUTH ST #500
 ORLANDO FL 32801

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/09/1980

4. FEI Number
59-2046903

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
BOURNE, ROBERT A.
400 E SOUTH ST #500
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PT	<input type="checkbox"/> DELETE
NAME	BOURNE, ROBERT A	
STREET ADDRESS	400 EAST SOUTH STREET SUITE 500	
CITY-ST-ZIP	ORLANDO FL 32801	
TITLE	DCEO	<input type="checkbox"/> DELETE
NAME	SENEFF, JAMES M JR.	
STREET ADDRESS	400 EAST SOUTH STREET SUITE 500	
CITY-ST-ZIP	ORLANDO FL 32801	
TITLE	SCFO	<input type="checkbox"/> DELETE
NAME	ROSE, LYNN E.	
STREET ADDRESS	400 E. SOUTH ST. #500	
CITY-ST-ZIP	ORLANDO FL 32801	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	MCWILLIAMS, CURTIS B	
STREET ADDRESS	400 E SOUTH ST, SUITE 500	
CITY-ST-ZIP	ORLANDO FL 32801	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	D/C/CEO
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	EVP Wall, Jeanne A.
5.3 STREET ADDRESS	400 E. South Street #500
5.4 CITY-ST-ZIP	Orlando, FL 32801
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	AS WhiteJohnson, Kyle L.
6.3 STREET ADDRESS	400 E. South Street #500
6.4 CITY-ST-ZIP	Orlando, FL 32801

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]* April 14, 1999 407-650-1000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)