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FILED
May 01 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 # 755715
 1. Corporation Name
VISTANA CONDOMINIUM ASSOCIATION, INC.

Principal Place of Business
13800 STATE ROAD 535
ORLANDO, FLORIDA 32821
U.S.

Mailing Address
P.O. BOX 22197
LAKE BUENA VISTA, FLORIDA
32830-2197
U.S.

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country

3. Date Incorporated or Qualified
12/30/1980

3a. Date of Last Report
04/12/96

4. FEI Number
59-2045365

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
CT CORPORATION SYSTEM
12 1200 S. PINE ISLAND ROAD
PLANTATION, FLORIDA 33324
U.S.

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 _____

12. OFFICERS AND DIRECTORS

TITLE	T/D	<input type="checkbox"/> DELETE
NAME	THOMAS, THORP S.	
STREET ADDRESS	13800 STATE ROAD 535	
CITY-ST-ZIP	ORLANDO, FLORIDA	
TITLE	P/D	<input checked="" type="checkbox"/> DELETE
NAME	WASSERMAN, JOEL	
STREET ADDRESS	829 MOSELEY ROAD	
CITY-ST-ZIP	HIGHLAND PARK, IL	
TITLE	S/D	<input checked="" type="checkbox"/> DELETE
NAME	HANOUSEK, WILLIAM	
STREET ADDRESS	13800 STATE ROAD 535	
CITY-ST-ZIP	ORLANDO, FLORIDA	
TITLE	VP/D	<input checked="" type="checkbox"/> DELETE
NAME	FALATEK, FRANCIS A.	
STREET ADDRESS	6 WINDY WAY	
CITY-ST-ZIP	SMYRNA, DE 19977	
TITLE	VP/D	<input checked="" type="checkbox"/> DELETE
NAME	LESICK, MICHAEL D.	
STREET ADDRESS	194 COUNTRY CLUB LANE	
CITY-ST-ZIP	FT. JOHNSON, NY	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	S/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	WASSERMAN, JOEL	
1.3 STREET ADDRESS	829 MOSELEY ROAD	
1.4 CITY-ST-ZIP	HIGHLAND PARK, IL 60035	
2.1 TITLE	VP/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	HANOUSEK, WILLIAM	
2.3 STREET ADDRESS	400 EAST 67TH STREET	
2.4 CITY-ST-ZIP	NEW YORK, NY 10021	
3.1 TITLE	P/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	FALATEK, FRANCIS	
3.3 STREET ADDRESS	6 WINDY WAY	
3.4 CITY-ST-ZIP	SMYRNA, DE 19977	
4.1 TITLE	VP/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	LESICK, MICHAEL	
4.3 STREET ADDRESS	194 COUNTRY CLUB LANE	
4.4 CITY-ST-ZIP	FT. JOHNSON, NY 12070-1406	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

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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:  **Thorp S. Thomas** 4/24/97 (407) 239-3000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (9/96)