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Feb 18 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 # F22174 (9)
 1. Corporation Name
ORANGE LAKE COUNTRY CLUB, INC.



Principal Place of Business 8505 W IRLO BRONSON MEM HWY KISSIMMEE FL 34747-8201 US	Mailing Address 8505 W IRLO BRONSON MEM HWY KISSIMMEE FL 34747-8201 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 8505 W Irlo Bronson Mem Hwy Suite, Apt. #, etc. 22 City & State 23 Kissimmee, FL Zip Country 24 34747-8201 25 USA		2a. Mailing Address 26 8505 W Irlo Bronson Mem Hwy Suite, Apt. #, etc. 27 City & State 28 Kissimmee, FL Zip Country 29 34747-8201 30 USA		3. Date Incorporated or Qualified 03/05/1981	
4. FEI Number 58-1434701		Applied For <input type="checkbox"/> Not Applicable		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		7. \$5.00 May Be Added to Fees		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 CORPORATION INFORMATION SERVICES, INC. 1201 HAYES STREET TALLAHASSEE FL 32301		10. Name and Address of New Registered Agent	
81 Name		82 Street Address (P.O. Box Number is Not Acceptable)	
83		84 City	
		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 reinstalling) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	V HOLBROOK, KAREN	1.2 NAME	(SEE ATTACHED SHEET)
STREET ADDRESS	8505 W IRLO BRONSON MEM HWY	1.3 STREET ADDRESS	
CITY-ST-ZIP	KISSIMMEE FL	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	P SWANN, CHARLES K. III	2.2 NAME	
STREET ADDRESS	8505 W IRLO BRONSON MEM HWY	2.3 STREET ADDRESS	
CITY-ST-ZIP	KISSIMMEE FL	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D WEST, CAROLE WILSON	3.2 NAME	
STREET ADDRESS	1629 WINCHESTER RE	3.3 STREET ADDRESS	
CITY-ST-ZIP	MEMPHIS TN	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DVP WILSON, KEMMONS JR	4.2 NAME	
STREET ADDRESS	1629 WINCHESTER RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	MEMPHIS TN	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VT PETTEY, JOHN	5.2 NAME	
STREET ADDRESS	1629 WINCHESTER RD	5.3 STREET ADDRESS	
CITY-ST-ZIP	MEMPHIS TN	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	S WALLIN, R.E.	6.2 NAME	
STREET ADDRESS	1629 WINCHESTER RD	6.3 STREET ADDRESS	
CITY-ST-ZIP	MEMPHIS TN	6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this form 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 or on an attachment with an address.

SIGNATURE: Brian T. Lower 1/14/98 (407) 239-0000 Senior Vice President

CP2E034 (10/97)

ORANGE LAKE COUNTRY CLUB, INC.
(FEI # 58-1434701)

1629 Winchester Road
Memphis, TN 38116

Kemmons Wilson	D/C, Emeritus
Spence Wilson	D/C
Robert A. Wilson	D/V
C. Kemmons Wilson, Jr.	D/V
Betty Wilson Moore	D
Carole Wilson West	D
John H. Pettey, III	V/T
R.E. Wallin	S
William Batt	Asst. S/Asst. T
Amy Jarreau	Asst. S
Gary McClain	Asst. T

8505 West Irlo Bronson Memorial Highway
Kissimmee, FL 34747

Charles K. Swan, III	P
Brian T. Lower	V/Asst. S
George Baccash	V
Mike Stopperich	V
Ron Juneman	V
Charles Patton	V
Robert L. Shaw	V

D=Director, C=Chairman, P=President, V=Vice President, S=Secretary, T=Treasurer,
Asst.=Assistant,