

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

FILED

**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 # F61132 (9)
1. Corporation Name
ORANGE LAKE COUNTRY CLUB REALTY, INC.



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

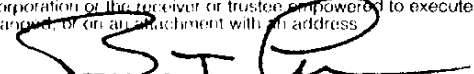
2. Principal Place of Business 21 8505 W Irlo Bronson Mem Hwy Suite, Apt. #, etc.		2a. Mailing Address 26 8505 W Irlo Bronson Mem Hwy Suite, Apt. #, etc.		3. Date Incorporated or Qualified 01/04/1982	
22 City & State 23 Kissimmee, FL		27 City & State 28 Kissimmee, FL		4. FEI Number 62-1151716 Applied For Not Applicable	
24 34747 25 USA		29 34747 30 USA		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
9. Name and Address of Current Registered Agent CORPORATION SERVICES COMPANY 1201 HAYES STREET TALLAHASSEE FL 32301		10. Name and Address of New Registered Agent		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
81 Name		82 Street Address (P.O. Box Number is Not Acceptable)		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	
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 _____ DATE _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P SWAN, CHARLES K III 8505 W IRLO BRONSON MEM HWY KISSIMMEE FL <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T PETTEY, JOHN III 1629 WINCHESTER RD MEMPHIS TN <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V HOLBROOK, MICHAEL 8505 WEST IRLO BRONSON MEM HWY KISSIMMEE FL 34747 <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition Asst. V Michael Holbrook 8505 W Irlo Bronson Mem Hwy Kissimmee, FL 34747
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D MOORE, BETTY W 1629 WINCHESTER RD MEMPHIS TN <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D WEST, CAROLE WILSON 1629 WINCHESTER RD MEMPHIS TN <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S WALLIN, R.E. 1629 WINCHESTER RD MEMPHIS TN <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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:  **Brian T. Lower 1/23/98 (407) 239-0000**

CR2E034 (10/97)

ORANGE LAKE COUNTRY CLUB REALTY, INC.
(FEI # 62-1151716)

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	T
R.E. Wallin	S
William R. Batt	Asst. S
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 B. Baccash	V
Robert L. Shaw	V
Michael Stopperich	V
Michael Holbrook	Asst. V

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