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FILED
May 26 1998 8:00am
Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # N97000002373 (5)

1. Corporation Name

ROYAL FLORIDIAN RESORT ASSOCIATION, INC.



Principal Place of Business: 400 S. ATLANTIC AVE., STE. 101 ORMOND BEACH FL 32176

Mailing Address: 400 S. ATLANTIC AVE., STE. 101 ORMOND BEACH FL 32176

3. Date Incorporated or Qualified: 04/28/1997

4. FEI Number: 59-3485067

Applied For: Yes Not Applicable

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)

5. Certificate of Status Desired: \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees

7. Is this nonprofit corporation a homeowners association? Yes No

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent

UPTON, HUGH D
400 S. ATLANTIC AVE., STE. 101
ORMOND BEACH FL 32176

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 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: *[Signature]* DATE: 4/7/98

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	UPTON, HUGH D	1.2 NAME	
STREET ADDRESS	400 S. ATLANTIC AVE., STE. 101	1.3 STREET ADDRESS	
CITY-ST-ZIP	ORMOND BEACH FL 32176	1.4 CITY-ST-ZIP	
TITLE	DVST	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SWEENEY, MARGIE	2.2 NAME	
STREET ADDRESS	400 S. ATLANTIC AVE., STE. 101	2.3 STREET ADDRESS	
CITY-ST-ZIP	ORMOND BEACH FL 32176	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LUNDY, CHRIS	3.2 NAME	
STREET ADDRESS	3 OLD TRL.	3.3 STREET ADDRESS	
CITY-ST-ZIP	ORMOND BEACH FL 32174	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]* 4-9-98 904 673-0888

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