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PROFIT CORPORATION ANNUAL REPORT

1999

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

DOCUMENT # **P98000035449**

1. Corporation Name
CLUB SUNTERRA, INC.

Principal Place of Business	Mailing Address
1781 PARK CENTER DRIVE ORLANDO FL 32835	1781 PARK CENTER DRIVE ORLANDO FL 32835

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualifed: 04/17/1998

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

4. FEI Number: 59-3510037 ☐ Applied For ☐ Not Applicable

5. Certifcate 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

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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 _____ DATE
Signature, typed or printed name of registered agent and title if applicable. (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	D ~~KENNINGER, STEVEN C~~ ~~5933 W. CENTURY BLVD.~~ ~~LOS ANGELES CA 90045~~	☒ DELETE	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	DP L. Steven Miller 1781 Park Center Drive Orlando, FL 32835	☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	D ~~FREY, CHARLES G~~ ~~1781 PARK CENTER DR.~~ ~~ORLANDO FL 32835~~	☒ DELETE	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP	DT Richard Goodman 1781 Park Center Drive Orlando, FL 32835	☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	D ~~SHOOBRIDGE, PETER J~~ ~~1781 PARK CENTER DR.~~ ~~ORLANDO FL 32835~~	☒ DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP	DS Thomas A. Bell 1781 Park Center Drive Orlando, FL 32835	☒ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	D ~~HUTTON, ANDREW J~~ ~~1075 GRANT STREET, STE 650~~ ~~SAN MATEO CA 94402~~	☐ DELETE	4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP		☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	D ~~GIANNONI, GENEVIEVE~~ ~~1781 PARK CENTER DRIVE~~ ~~ORLANDO FL 32835~~	☐ DELETE	5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY-ST-ZIP		☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ DELETE	6.1 TITLE / 6.2 NAME / 6.3 STREET ADDRESS / 6.4 CITY-ST-ZIP		☐ Change ☐ 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, with all other like empowered.

SIGNATURE: Thomas A. Bell — 2/15/99 — 532-1000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

CR2E034 (11/98)