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May 19 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # 592142 (4)
1. Corporation Name
FLEETWOOD HOLIDAYS, INC.



Principal Place of Business Mailing Address
C/O FLEETWOOD ENTERPRISES INC C/O FLEETWOOD ENTERPRISES INC
3125 MYERS ST. PO BOX 7638 3125 MYERS ST. PO BOX 7638
RIVERSIDE CA 92513-4638 RIVERSIDE CA 92513-7638

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip 28 Zip Country 29 Zip Country
24 25 26 27 28 29 30

3. Date Incorporated or Qualified 11/02/1978 3a. Date of Last Report 05/01/1996
4. FEI Number 95-3406951 Applied For Not Applicable
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
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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS
TITLE C
NAME CREAM, JOHN C
STREET ADDRESS 3125 MYERS ST, BOX 7638
CITY-ST-ZIP RIVERSIDE, CA 00000
TITLE P
NAME KUMMER, GLENN F
STREET ADDRESS 3125 MYERS ST, BOX 7638
CITY-ST-ZIP RIVERSIDE, CA 00000
TITLE CV
NAME BINGHAM, PAUL M
STREET ADDRESS 3125 MYERS ST, BOX 7638
CITY-ST-ZIP RIVERSIDE, CA 00000
TITLE VS
NAME LEAR, WILLIAM H.
STREET ADDRESS 3125 MYERS ST, BOX 7638
CITY-ST-ZIP RIVERSIDE, CA 00000
TITLE TAS
NAME LARKIN, LYLE N.
STREET ADDRESS 3125 MYERS ST, BOX 7638
CITY-ST-ZIP RIVERSIDE, CA 00000
TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP
2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP
3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP
4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP
5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP
6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE

JOHN C. CREAM

4/17/97

CR2E034 (9/96)