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 May 13 1997 8:00am
 Secretary of State

NONPROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 745091 (9)
 1. Corporation Name
 CASA YBEL BEACH AND RACQUET CLUB CONDOMINIUM ASSOCIATION, INC.



Principal Place of Business: 2255 WEST GULF DR, SAMIBEL FL 33957, US
 Mailing Address: 13391 MCGREGOR BLVD, FT MYERS FL 33919-5944, US

3. Date Incorporated or Qualified: 11/29/1978
 3a. Date of Last Report: 05/01/1996

2. Principal Place of Business (21-24)
 2a. Mailing Address (25-30)

4. FEI Number: 59-1980596
 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
 HILTON GRAND VACATIONS COMPANY
 13391 MCGREGOR BLVD SW
 FT. MYERS FL 33919-5996

10. Name and Address of New Registered Agent (81-85)

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VD MCELROY, EDWARD 5837 S.W. FIRST AVE. CAPE CORAL, FL 0	<input type="checkbox"/> DELETE	1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D D'ALESSANDRO, JOSEPH P. 1130 SHADOW LANE FT. MYERS, FL 0	<input type="checkbox"/> DELETE	2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	D GIARDINA, JOSEPH A. 48 LILYPOND LANE KATONAH NY	<input type="checkbox"/> DELETE	2.2 NAME <input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP	D APPELBERG, CARL J 6421 ROYAL WOODS DR FT. MYERS, FL 0	<input type="checkbox"/> DELETE	2.3 STREET ADDRESS <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	STD BURRUANO, CHARLES A 6278 N FEDERAL HIGHWAY #325 FORT LAUDERDALE FL	<input type="checkbox"/> DELETE	2.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PD JACKSON, RICHARD K. 681 EL DORADO PKWY. PLANTATION FL	<input type="checkbox"/> DELETE	3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS			3.2 NAME <input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP			3.3 STREET ADDRESS <input type="checkbox"/> Change <input type="checkbox"/> Addition
			3.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
			4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
			4.2 NAME <input type="checkbox"/> Change <input type="checkbox"/> Addition
			4.3 STREET ADDRESS <input type="checkbox"/> Change <input type="checkbox"/> Addition
			4.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
			5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
			5.2 NAME <input type="checkbox"/> Change <input type="checkbox"/> Addition
			5.3 STREET ADDRESS <input type="checkbox"/> Change <input type="checkbox"/> Addition
			5.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition
			6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
			6.2 NAME <input type="checkbox"/> Change <input type="checkbox"/> Addition
			6.3 STREET ADDRESS <input type="checkbox"/> Change <input type="checkbox"/> Addition
			6.4 CITY-ST-ZIP <input type="checkbox"/> Change <input type="checkbox"/> Addition

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

SIGNATURE: Richard K. Jackson RICHARD K. JACKSON 4/5/97 95A 583 3204
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE Daytime Phone # 0055882

CR2E037 (9/96)

CASA YBEL BEACH AND RACQUET CLUB CONDOMINIUM ASSOCIATION, INC.

12. Officers & Directors

1.1 Title	VD
1.2 Name	MCELROY, EDWARD
1.3 Address	5837 SW First Avenue
1.4 City-ST-Zip	Cape Coral, FL 33914
2.1 Title	D
2.2 Name	D'ALESSANDRO, JOSEPH P.
2.3 Address	1130 Shadow Lane
2.4 City-ST-Zip	Fort Myers, FL 33902
3.1 Title	D
3.2 Name	GIARDINA, JOSEPH A.
3.3 Address	48 Lillypond Lane
3.4 City-ST -Zip	Katonah, NY 10536
4.1 Title	D
4.2 Name	APPELBERG, CARL JAMES
4.3 Address	6421 Royal Woods Drive
4.4 City-ST-Zip	Fort Myers, FL 33908
5.1 Title	STD
5.2 Name	BURRUANO, CHARLES A.
5.3 Address	6278 N Federal Highway #325
5.4 City-ST-Zip	Fort Lauderdale, FL 33308
6.1 Title	PD
6.2 Name	JACKSON, RICHARD K.
6.3 Address	661 El Dorado Parkway
6.4 City-ST -Zip	Plantation, FL 33317
7.1 Title	D
7.2 Name	HOFFMAN, DONALD B.
7.3 Address	118 W Main Street
7.4 City-ST-Zip	White Sulphur Springs, WV 24986