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Secretary of State

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NONPROFIT CORPORATION
 ANNUAL REPORT
 1999



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

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

Principal Place of Business Mailing Address
 2255 West Gulf Drive 13391 McGregor Boulevard
 Sanibel, FL 33957 Fort Myers, FL 33919-5996
 US US

2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 11/29/1978
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 59-1980596
City & State 23	City & State 28	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
Zip Country 24	Zip Country 29	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent HILTON GRAND VACATIONS COMPANY 1509 Periwinkle Way Sanibel Island, FL 33957	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
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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 _____ 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	VD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	McELROY, EDWARD	1.2 NAME	
STREET ADDRESS	1726 Emerald Cove Circle	1.3 STREET ADDRESS	
CITY-ST-ZIP	Cape Coral, FL 33991-3494	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D'Alessandro, Joseph P.	2.2 NAME	
STREET ADDRESS	1130 Shadow Lane	2.3 STREET ADDRESS	
CITY-ST-ZIP	Fort Myers, FL 33902	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GALA, JOSEPH A.	3.2 NAME	
STREET ADDRESS	15975 McGregor Boulevard	3.3 STREET ADDRESS	
CITY-ST-ZIP	Fort Myers, FL 33908	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	APPELBERG, CARL J.	4.2 NAME	
STREET ADDRESS	6421 Royal Woods Drive	4.3 STREET ADDRESS	14649 Aeries Way Drive
CITY-ST-ZIP	Fort Myers, FL	4.4 CITY-ST-ZIP	Fort Myers FL 33912
TITLE	STD <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BURRUANO, CHARLES A.	5.2 NAME	
STREET ADDRESS	6278 N Federal Highway #325	5.3 STREET ADDRESS	
CITY-ST-ZIP	Fort Lauderdale, FL 33308	5.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JACKSON, RICHARD K.	6.2 NAME	
STREET ADDRESS	661 Fl Dorado Parkway	6.3 STREET ADDRESS	
CITY-ST-ZIP	Plantation, FL 33317	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, with all other like empowered.

SIGNATURE: Richard K. Jackson 3/31/99 Date 954 583 3204 Daytime Phone #
 RICHARD K. JACKSON

CR2E037 (1/98)

CASA YBEL BEACH AND RACQUET CLUB CONDOMINIUM ASSOCIATION, INC.

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Doc # 745091

12. Officers & Directors

1.1 Title	VD
1.2 Name	MCELROY, EDWARD
1.3 Address	1726 Emerald Cove Circle
1.4 City-ST-Zip	Cape Coral, FL 33991-3494
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	GALA, JOSEPH A.
3.3 Address	15975 McGregor Boulevard
3.4 City-ST -Zip	Fort Myers, FL 33908
4.1 Title	D
4.2 Name	APPELBERG, CARL JAMES
4.3 Address	14649 Aeries Way Drive
4.4 City-ST-Zip	Fort Myers, FL 33912
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	WALTER, SUSAN A.
7.3 Address	933 Aquamarine Drive
7.4 City-ST-Zip	Gulf Breeze, FL 32561