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Apr 27, 1999 8:00 am
Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 755942

1. Corporation Name
 THE SURF CLUB OF MARCO, INC.

Principal Place of Business 540 S Collier Boulevard Marco Island, FL 34145 US	Mailing Address 13391 McGregor Blvd. Fort Myers, FL 33919-5996 US
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2. Principal Place of Business 21	2a. Mailing Address 26 591 S Collier Blvd.	3. Date Incorporated or Qualified 01/16/1981
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27 309	4. FEI Number 59--2367988 Applied For Not Applicable
City & State 23	City & State 28 Marco Island, FL	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
Zip Country 24 25	Zip Country 29 34145 30 US	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 591 S Collier Boulevard, #309 Marco Island, FL 34145	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
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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: _____ (Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	STD <input type="checkbox"/> DELETE	1.1 TITLE	PD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OSVOLD, HARALD	1.2 NAME	
STREET ADDRESS	Smestad N-0309	1.3 STREET ADDRESS	
CITY-ST-ZIP	Oslo 3, Norway	1.4 CITY-ST-ZIP	
TITLE	VD <input checked="" type="checkbox"/> DELETE	2.1 TITLE	STD <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MILLER, DAVID G.	2.2 NAME	ALLEN, DANIEL P.
STREET ADDRESS	2143 Beta Drive 20C	2.3 STREET ADDRESS	1143 W Wilson Road
CITY-ST-ZIP	Cortland, NY	2.4 CITY-ST-ZIP	Clio, MI 48420
TITLE	PD <input type="checkbox"/> DELETE	3.1 TITLE	VD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROUSH, C. WAYNE	3.2 NAME	
STREET ADDRESS	3817 SW 2nd Avenue	3.3 STREET ADDRESS	
CITY-ST-ZIP	Cape Coral, FL 33914	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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	<input type="checkbox"/> DELETE	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, with all other like empowered.

SIGNATURE: [Signature] Date: 3/31/99 Telephone: 941-549-2595

CR2E037 (11/98)