

FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

FILED

96 DEC 24 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED PARTNERSHIP ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra Mortham Secretary of State DIVISION OF CORPORATIONS
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1. Name of Limited Partnership VISTANA DEVELOPMENT, LTD.	1a. DOCUMENT # A32115
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97-AR
CM
8.75-6.25
FL-25-PP
\$1.00-over

Mailing Address 8801 VISTANA CENTRE DR. ORLANDO FL 32821-6353	Principal Office Address 8801 VISTANA CENTRE DR. ORLANDO FL 32821-6353
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3. Date Formed or Registered 10/16/1991	5a. Capital Contributions as Shown on record. \$1,000.00
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3a. Date of Last Report 11/30/1995	5b. Amount of Capital Contributions in FLORIDA to date: \$1,000.00
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2. Mailing Address	2a. Principal Office Address
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4. State or Country of Formation FL	6. FEI Number 59-3083845
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Suite, Apt. #, etc.	Suite, Apt. #, etc.
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7. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
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City & State	City & State
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8. Make check payable to: Dept. of State (See reverse side for fee information)

Zip	Country	Zip	Country
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Zip	Country	Zip	Country
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9. Name and Address of Current Registered Agent GELLEIN, RAYMOND L., JR. 8801 VISTANA CENTRE DR. ORLANDO FL 32821-6353	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
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10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent, I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s) VISTANA CAPITAL HLDG, INC	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 8801 VISTANA CENTRE D	11b. City, State & Zip Code ORLANDO FL 32821	11c. Registration/ Document Number S63130
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-01/08/97--01095--007
***201.00 ***201.00

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE *Jeffrey A. Adler* DATE **December 17, 1996**
Jeffrey A. Adler, President of Vistana Capital Holdings, Inc., sole general partner

CF12E003 (6/96)