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PROFIT CORPORATION ANNUAL REPORT 1999



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

FILED Jun 08, 1999 8:00 am Secretary of State

06-08-1999 90003 021 ***550.00

DOCUMENT # F57661

1. Corporation Name ORLANDO TIME-SHARING II, INC.



Principal Place of Business 595 W GRANADA BLVD SUITE A ORMOND BEACH FL 32174 US Mailing Address 595 W GRANADA BLVD SUITE A ORMOND BEACH FL 32174 US

DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 12/07/1981 4. FEI Number 59-2264848 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 owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent SWEET, JEFFREY C 595 W GRANADA BLVD SUITE A ORMOND BEACH FL 32174

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 12.1 TITLE VD DELETED 12.2 NAME WHITE, O. L. 12.3 STREET ADDRESS 3555 S. ATLANTIC AVE. 12.4 CITY-ST-ZIP DAYTONA BCH SHRS FL 12.5 TITLE DP DELETED 12.6 NAME VERKAIK, ROBERT 12.7 STREET ADDRESS 2770 POINCIANNA BLVD. 12.8 CITY-ST-ZIP KISSIMEE FL 12.9 TITLE ST DELETED 12.10 NAME ZOCH, LORI 12.11 STREET ADDRESS 595 W GRANADA BLVD, SUITE A 12.12 CITY-ST-ZIP ORMOND BEACH FL 32174 12.13 TITLE DELETED 12.14 NAME 12.15 STREET ADDRESS 12.16 CITY-ST-ZIP 12.17 TITLE DELETED 12.18 NAME 12.19 STREET ADDRESS 12.20 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 13.1 TITLE 13.2 NAME 13.3 STREET ADDRESS 13.4 CITY-ST-ZIP 13.5 TITLE 13.6 NAME 13.7 STREET ADDRESS 13.8 CITY-ST-ZIP 13.9 TITLE 13.10 NAME 13.11 STREET ADDRESS 13.12 CITY-ST-ZIP 13.13 TITLE 13.14 NAME 13.15 STREET ADDRESS 13.16 CITY-ST-ZIP 13.17 TITLE 13.18 NAME 13.19 STREET ADDRESS 13.20 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 607, 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 lists empowered.

SIGNATURE: [Signature] 5/29/99 Date 407-397-2700 Daytime Phone #

CR2E034 (1/98)