

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

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FILED
Apr 27, 1999 8:00 am
Secretary of State

04-27-1999 90120 047 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F98000003771

1. Corporation Name
WESTIN INNISBROOK MANAGEMENT CO.



Principal Place of Business 777 WESTCHESTER AVE. WHITE PLAINS NY 10604	Mailing Address 777 WESTCHESTER AVE. WHITE PLAINS NY 10604
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/01/1998	
21		26	2231 E. CAMELBACK RD	4. FEI Number 91-1877014	Applied For Not Applicable
22	Suite, Apt. #, etc.	27	STE. 400	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	City & State	28	PHOENIX AZ	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Zip Country	29	85016 USA	8. This corporation owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

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

FL

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 _____ (NOT: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	P <input checked="" type="checkbox"/> DELETE
NAME	KLEISNER, FRED J
STREET ADDRESS	2001 6TH AVE.
CITY-ST-ZIP	SEATTLE WA 98121
TITLE	V <input checked="" type="checkbox"/> DELETE
NAME	WALKER, CATHERINE L
STREET ADDRESS	2001 6TH AVE.
CITY-ST-ZIP	SEATTLE WA 98121
TITLE	AS <input checked="" type="checkbox"/> DELETE
NAME	VALINE, RUTH E
STREET ADDRESS	2001 6TH AVE.
CITY-ST-ZIP	SEATTLE WA 98121
TITLE	T <input checked="" type="checkbox"/> DELETE
NAME	MAHONEY, RICHARD L
STREET ADDRESS	2001 6TH AVE.
CITY-ST-ZIP	SEATTLE WA 98121
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	BROWN, RONALD C
STREET ADDRESS	2001 6TH AVE.
CITY-ST-ZIP	SEATTLE WA 98121
TITLE	AT <input checked="" type="checkbox"/> DELETE
NAME	SUTTEN, DOUGLAS C
STREET ADDRESS	2001 6TH AVE.
CITY-ST-ZIP	SEATTLE WA 98121

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	FRED KLEISNER-P <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	777 WESTCHESTER AVENUE
1.3 STREET ADDRESS	WHITE PLAINS, NY 10604
1.4 CITY-ST-ZIP	
2.1 TITLE	MARK ROZELLS-V/T <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	2231 E CAMELBACK RD, STE 400
2.3 STREET ADDRESS	PHOENIX, AZ 85016
2.4 CITY-ST-ZIP	
3.1 TITLE	JAMES LATHAM-V/S <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	777 WESTCHESTER AVENUE
3.3 STREET ADDRESS	WHITE PLAINS, NY 10604
3.4 CITY-ST-ZIP	
4.1 TITLE	PETER MORROW-AT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	2231 E CAMELBACK RD, STE 400
4.3 STREET ADDRESS	PHOENIX, AZ 85016
4.4 CITY-ST-ZIP	
5.1 TITLE	DAVID HUGHES-AT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	2231 E CAMELBACK RD, STE 400
5.3 STREET ADDRESS	PHOENIX, AZ 85016
5.4 CITY-ST-ZIP	
6.1 TITLE	PETER ALPERT-AT <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	777 WESTCHESTER AVENUE
6.3 STREET ADDRESS	WHITE PLAINS, NY 10604
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 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 like empowered.

SIGNATURE: Peter Morrow **PETER MORROW** Date: 4-20-99 Daytime Phone #: 602-852-3900

CR2E034 (11/98)