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May 13 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # K16505 (5)

1. Corporation Name
VACATION STATION, INC.

Principal Place of Business
2424 N. ATLANTIC AVENUE
DAYTONA BEACH FL 32118
US

Mailing Address
P.O. BOX 265174
DAYTONA BEACH FL 32126-5174
US



3. Date Incorporated or Qualified 02/22/1988
3a. Date of Last Report 05/01/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	59-2883723	Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 Zip	28 Country	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24	25	7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	Yes No

9. Name and Address of Current Registered Agent

KANDEL, PAULA M.
595 N. NOVA ROAD, SUITE 112
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 Paula M. Kandel PAULA M. KANDEL 4/18/97
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent's signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P BIDDLE, MARY	1.1 TITLE	Change Addition
NAME	6718 FAIRWAY COVE DR	1.2 NAME	
STREET ADDRESS	ORLANDO FL 32835	1.3 STREET ADDRESS	
CITY- ST- ZIP		1.4 CITY- ST- ZIP	
TITLE	DSV	2.1 TITLE	Change Addition
NAME	SCHLOSSBERG, STEVE	2.2 NAME	
STREET ADDRESS	WATERBERRY CIRCLE	2.3 STREET ADDRESS	
CITY- ST- ZIP	ORMOND BEACH FL 32174	2.4 CITY- ST- ZIP	
TITLE	D	3.1 TITLE	Change Addition
NAME	KANDEL, MARTIN M	3.2 NAME	
STREET ADDRESS	21 RIVER RIDGE TRAIL	3.3 STREET ADDRESS	
CITY- ST- ZIP	ORMOND BEACH FL 32174	3.4 CITY- ST- ZIP	
TITLE	D	4.1 TITLE	Change Addition
NAME	COLTELLI, LARRY	4.2 NAME	
STREET ADDRESS	10 TALAQUAH BLVD	4.3 STREET ADDRESS	
CITY- ST- ZIP	ORMOND BEACH FL 32174	4.4 CITY- ST- ZIP	
TITLE		5.1 TITLE	Change Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY- ST- ZIP		5.4 CITY- ST- ZIP	
TITLE		6.1 TITLE	Change Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY- ST- ZIP		6.4 CITY- ST- ZIP	

14. I do 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 included 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.

SIGNATURE: [Signature] 4-21-97 904 257 2026
Signature and typed or printed name of signing officer or director Date Daytime Phone #

CR2E034 (9/96)