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

PROFIT CORPORATION ANNUAL REPORT

1999

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

FILED
99 MAR 22 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0509593

DOCUMENT # **K26995**

1. Corporation Name
VACATION RESORT RESALES, INC.

Principal Place of Business	Mailing Address
8505 W. IRLO BRONSON MEM. HIGHWAY KISSIMMEE FL 34747-8201 US	8505 W. IRLO BRONSON MEM. HIGHWAY KISSIMMEE FL 34747-8201 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
06/24/1988

4. FEI Number
62-1357128
[ ] Applied For
[ ] Not Applicable

5. Certificate of Status Desired [X] **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] **$5.00** May Be Added to Fees

8. This corporation owes the correct year Intangible Personal Property Tax [X] Yes [ ] No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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's signature required for certain types of changes) DATE

12. OFFICERS AND DIRECTORS		
TITLE	DC	[ ] DELETE
NAME	WILSON, KEMMONS	
STREET ADDRESS	1629 WINCHESTER ROAD	
CITY-ST-ZIP	MEMPHIS TN 38116	
TITLE	P	[ ] DELETE
NAME	SWAN, CHARLES K. III	
STREET ADDRESS	8505 W IRLO BRONSON MEM HWY	
CITY-ST-ZIP	KISSIMMEE FL	
TITLE	VD	[ ] DELETE
NAME	WILSON, ROBERT A.	
STREET ADDRESS	1629 WINCHESTER ROAD	
CITY-ST-ZIP	MEMPHIS TN 38116	
TITLE	VD	[ ] DELETE
NAME	WILSON, C. KEMMONS, JR.	
STREET ADDRESS	1629 WINCHESTER ROAD	
CITY-ST-ZIP	MEMPHIS TN	
TITLE	D	[ ] DELETE
NAME	MOORE, BETTY WILSON	
STREET ADDRESS	1629 WINCHESTER ROAD	
CITY-ST-ZIP	MEMPHIS TN	
TITLE	VPT	[ ] DELETE
NAME	PETTEY, JOHN	
STREET ADDRESS	1629 WINCHESTER ROAD	
CITY-ST-ZIP	MEMPHIS TN	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
11 TITLE		[ ] Change [ ] Addition
12 NAME	(SEE ATTACHED)	
13 STREET ADDRESS		
14 CITY-ST-ZIP		
21 TITLE		[ ] Change [ ] Addition
22 NAME		
23 STREET ADDRESS		
24 CITY-ST-ZIP		
31 TITLE		[ ] Change [ ] Addition
32 NAME		
33 STREET ADDRESS		
34 CITY-ST-ZIP		
41 TITLE		[ ] Change [ ] Addition
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE		[ ] Change [ ] Addition
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE	V/T	[X] Change [ ] Addition
62 NAME	John Pettey	
63 STREET ADDRESS	1629 Winchester Road	
64 CITY-ST-ZIP	Memphis, TN 38116	

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-03/26/99--01133--004
*****158.75 *****158.75

CR2E034 (11/98)

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: _____ 3/3/99 (407) 239-0000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone Number

VACATION RESORT RESALES, INC.
(FEI # 62-1357128)

1629 Winchester Road
Memphis, TN 38116

Kemmons Wilson	D/C
Spence Wilson	D/C
Robert A. Wilson	D/V
C. Kemmons Wilson, Jr.	D/V
Betty Wilson Moore	D
Carole Wilson West	D
John H. Pettey III	V/T
R.E. Wallin	S
William R. Batt	Asst. S/Asst. T
Amy Jarreau	Asst.S
Gary McClain	Asst. T

8505 West Irlo Bronson Memorial Highway
Kissimmee, FL 34747

Charles K. Swan III	P
Tom Calcaterra	V
Brain T. Lower	P/Asst. S
Robert L. Shaw	V
Eric Berger	V
Gail B. Hansen	Asst. S
Filomena Parillo	Asst. V

D=Director, C=Chairman, P=President,V=Vice President, S=Secretary, T=Treasurer, Asst.=Assistant

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

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99 MAR 22 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F61132

1. Corporation Name
ORANGE LAKE COUNTRY CLUB REALTY, INC.

Principal Place of Business	Mailing Address
8505 W IRLO BRONSON MEM HWY KISSIMMEE FL 34747 US	8505 W IRLO BRONSON MEM HWY KISSIMMEE FL 34747 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
01/04/1982

4. FEI Number
62-1151716
[ ] Applied For [ ] Not Applicable

5. Certificate of Status Desired XX — **$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 [X] Yes [ ] No

9. Name and Address of Current Registered Agent

CORPORATION SERVICES COMPANY
1201 HAYES STREET
TALLAHASSEE FL 32301

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 — DATE

12. OFFICERS AND DIRECTORS

TITLE	P	[ ] DELETE
NAME	SWAN, CHARLES K III	
STREET ADDRESS	8505 W IRLO BRONSON MEM HWY	
CITY-ST-ZIP	KISSIMMEE FL	
TITLE	T	[ ] DELETE
NAME	PETTEY, JOHN III	
STREET ADDRESS	1629 WINCHESTER RD	
CITY-ST-ZIP	MEMPHIS TN	
TITLE	AV	XX DELETE
NAME	HOLBROOK, MICHAEL	
STREET ADDRESS	8505 WEST IRLO BRONSON MEM HWY	
CITY-ST-ZIP	KISSIMMEE FL 34747	
TITLE	D	[ ] DELETE
NAME	MOORE, BETTY W	
STREET ADDRESS	1629 WINCHESTER RD	
CITY-ST-ZIP	MEMPHIS TN	
TITLE	D	[ ] DELETE
NAME	WEST, CAROLE WILSON	
STREET ADDRESS	1629 WINCHESTER RD	
CITY-ST-ZIP	MEMPHIS TN	
TITLE	S	[ ] DELETE
NAME	WALLIN, R.E.	
STREET ADDRESS	1629 WINCHESTER RD	
CITY-ST-ZIP	MEMPHIS TN	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

(SEE ATTACHED)

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-03/26/99--01133--005
****158.75 ****158.75

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: ______ 3/3/99 (407) 239-0000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #
Brian T. Lower, Senior Vice President

CR2E034 (11/98)