
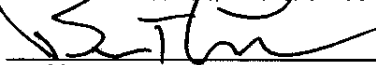


# 2004 FOR PROFIT CORPORATION ANNUAL REPORT

**FILED**  
**Apr 29, 2004 8:00 am**  
**Secretary of State**

04-29-2004 90358 016 \*\*\*158.75

<b>DOCUMENT # K26995</b> 1. Entity Name <b>VACATION RESORT RESALES, INC.</b>					
Principal Place of Business <b>8505 W. IRLO BRONSON MEM. HWY KISSIMMEE, FL 34747-8201 US</b>			Mailing Address <b>8505 W. IRLO BRONSON MEM. HWY KISSIMMEE, FL 34747-8201 US</b>		
2. Principal Place of Business		3. Mailing Address			
Suite, Apt. #, etc.		Suite, Apt. #, etc.			
City & State		City & State			
Zip	Country	Zip	Country		
4. FEI Number <b>62-1357128</b>				Applied For <input type="checkbox"/> Not Applicable	
5. Certificate of Status Desired <input checked="" type="checkbox"/>				<b>\$8.75</b> Additional Fee Required	
6. Name and Address of Current Registered Agent  <b>LOWER, BRIAN T 8505 WEST IRLO BRONSON MEMORIAL HWY. KISSIMMEE, FL 34747</b>			7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City <span style="float: right;"><b>FL</b></span> Zip Code		
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____					
<b>FILE NOW!!! FEE IS \$150.00</b> <b>After May 1, 2004 Fee will be \$550.00</b>		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/>		<b>\$5.00</b> May Be Added to Fees	
<b>10. OFFICERS AND DIRECTORS</b>			<b>11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11</b>		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>DC</b> <b>WILSON, SPENCE</b> <b>1629 WINCHESTER ROAD</b> <b>MEMPHIS, TN 38116</b> <input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>D/C</b> <b>Wilson, Spence</b> <b>8700 Trail Lake Dr. West, Suite 300</b> <b>Memphis, TN 38125</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>PCEO</b> <b>SWAN, CHARLES K III</b> <b>8505 W. IRLO BRONSON MEM. HWY</b> <b>KISSIMMEE, FL 347478201</b> <input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>DVP</b> <b>WILSON, ROBERT A</b> <b>1629 WINCHESTER ROAD</b> <b>MEMPHIS, TN 38116</b> <input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>D/VP</b> <b>Wilson, Robert A.</b> <b>8700 Trail Lake Dr. West, Suite 300</b> <b>Memphis, TN 38125</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>DVP</b> <b>WILSON, C. KEMMONS JR</b> <b>1629 WINCHESTER ROAD</b> <b>MEMPHIS, TN 38116</b> <input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>D/VP</b> <b>Wilson, C. Kemmons, JR.</b> <b>8700 Trail Lake Dr. West, Suite 3300</b> <b>Memphis, TN 38125</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>D</b> <b>WILSON-MOORE, BETTY</b> <b>1629 WINCHESTER ROAD</b> <b>MEMPHIS, TN 38116</b> <input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>D</b> <b>Moore, Betty Wilson</b> <b>8700 Trail Lake Dr. West, Suite 300</b> <b>Memphis, TN 38125</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>VPT</b> <b>BATT, WILLIAM R</b> <b>1629 WINCHESTER ROAD</b> <b>MEMPHIS, TN 38116</b> <input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>VP/T, William R.</b> <b>Batt, William R.</b> <b>8700 Trail Lake Dr. West, Suite 300</b> <b>Memphis, TN 38125</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition See Attached Sheet	
12. 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 report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.					
<b>SIGNATURE:</b> 			<b>Brian T. Lower, Sr. VP</b>		
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR			Date <b>4/21/04</b> Daytime Phone # <b>407.239.0000</b>		

*attachment*

44040235

#K26995

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

**8700 Trail Lake Dr. West, Suite 300**  
**Memphis, TN 38125**

Spence Wilson	D/C
Robert A. Wilson	D/VP
C. Kemmons Wilson, Jr.	D/VP
Betty Wilson Moore	D
Carole Wilson West	D
William R. Batt	VP/T
R.E. Wallin	S
Chip Crenshaw	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/CEO
Brain T. Lower	Sr. VP/Asst. S
Thomas R. Nelson	Sr. VP/CFO
Robert L. Shaw	VP
Gail B. Hansen	Asst. S
John R. DeYot	Asst. VP

D=Director, C=Chairman, P=President, CEO=Chief Executive Officer, CFO=Chief Financial Officer, Sr. VP=Senior Vice President, VP=Vice President, S=Secretary, T=Treasurer, Asst.=Assistant