2009 LIMITED LIABILITY COMPANY ANNUAL REPORT

DOCUMENT# L08000095847

FILED Jun 29, 2009 Secretary of State

Entity Name: VACATION INN RESORT REALTY OF THE PALM BEACHES, LLC

Current Principal Place of Business: New Principal Place of Business:

6500 N. MILITARY TRAIL WEST PALM BEACH, FL 33407

Current Mailing Address: New Mailing Address:

6500 N. MILITARY TRAIL WEST PALM BEACH, FL 33407

FEI Number: FEI Number Applied For (X) FEI Number Not Applicable () Certificate of Status Desired ()

In accordance with s. 607.193(2)(b), F.S., the limited liability company did not receive the prior notice.

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

HARRIS, J. RICHARD POTERE, ROBERT

4400 PGA BLVD 6500 NORTH MILITARY TRAIL #533

SUITE 800 #533

PÄLM BEACH GARDENS, FL 33410 US WEST PALM BEACH, FL 33407-129 US

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.

SIGNATURE: ROBERT POTERE 06/29/2009

Electronic Signature of Registered Agent Date

MANAGING MEMBERS/MANAGERS:

ADDITIONS/CHANGES:

Title: MGR () Delete Title: MGR (X) Change () Addition Name: HORN, WADE H III Name: POTERE, ROBERT

Address: 6500 N. MILITARY TRAIL 4533
City-St-Zip: WEST PALM BEACH, FL 33407
City-St-Zip: WEST PALM BEACH, FL 33407
City-St-Zip: WEST PALM BEACH, FL 33407

Title: MGR () Delete Title: MGR (X) Change () Addition Name: RHULMANN, SERGE Name: PAGNEULO, PAUL

Address: 6500 N. MILITARY TRAIL
City-St-Zip: WEST PALM BEACH, FL 33407
City-St-Zip: WEST PALM BEACH #563, FL 33407

Title: MGR () Delete Title: MGR (X) Change () Addition Name: KEELEY, IRVINE Name: VAN NORMAN, PAMELA

Address: 6500 N. MILITARY TRAIL Address: 6500 N. MILITARY TRAIL #445
City-St-Zip: WEST PALM BEACH, FL 33407
City-St-Zip: WEST PALM BEACH, FL 33407

Title: MGR () Delete Title: MGR (X) Change () Addition

 Name:
 DOLAN, RICHARD E
 Name:
 KEELEY, IRVINE I

 Address:
 6500 N. MILITARY TRAIL
 Address:
 6500 N. MILITARY TRAIL #565

 City-St-Zip:
 WEST PALM BEACH, FL 33407
 City-St-Zip:
 WEST PALM BEACH, FL 33407

Title: MGR () Delete Title: MGR (X) Change () Addition

Name: EVERHART, SHARON I Name: MAAS, ARLIN

Address: 6500 N. MILITARY TRAIL #271
City-St-Zip: WEST PALM BEACH, FL 33407
City-St-Zip: WEST PALM BEACH, FL 33407

Title: () Delete Title: MGR () Change (X) Addition
Name: LUCKE. MARION

Address: Address: 6500 N. MILITARY TRAIL #069
City-St-Zip: City-St-Zip: WEST PALM BEACH, FL 33407

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: J. RICHARD HARRIS ATTY 06/29/2009