

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

FILED  
Mar 06 1998 8:00am  
Secretary of State

|  |   |   |
|--|---|---|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br>1998 |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|--|---|---|

DOCUMENT # **M15227** (5)  
1. Corporation Name  
**AVALON VACATION WEEKS, INC.**



|  |  |
|--|--|
| Principal Place of Business<br><b>THE FORUM, STE. 1002<br/>1675 PALM BEACH LAKES BLVD.<br/>WEST PALM BEACH FL 33401<br/>US</b> | Mailing Address<br><b>THE FORUM, STE. 1002<br/>1675 PALM BEACH LAKES BLVD.<br/>WEST PALM BEACH FL 33401<br/>US</b> |
|--|--|

DO NOT WRITE IN THIS SPACE

|  |  |
|--|--|
| 3. Date Incorporated or Qualified<br><b>05/10/1985</b>   |  |
| 2. Principal Place of Business<br>21 Suite, Apt. #, etc.<br>22 City & State<br>23 Zip Country  | 2a. Mailing Address<br>26 Suite, Apt. #, etc.<br>27 City & State<br>28 Zip Country |
| 4. FEI Number<br><b>59-2553955</b>   | Applied For<br><input type="checkbox"/> Not Applicable                             |
| 5. Certificate of Status Desired <input type="checkbox"/>  | <b>\$8.75 Additional Fee Required</b>  |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>  | <b>\$5.00 May Be Added to Fees</b>   |
| 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No |  |

|   |   |
|---|---|
| 9. Name and Address of Current Registered Agent<br><b>ERBEY, JOHN R<br/>THE FORUM, STE. 1002<br/>1675 PALM BEACH LAKES BLVD.<br/>WEST PALM BEACH FL 33401</b> | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City <b>FL</b> 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 signature required when reinstating)

DATE

|                            |  |   |   |
|----------------------------|--|---|---|
| 12. OFFICERS AND DIRECTORS |  | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |   |
| TITLE                      | <b>PCEO</b> <input type="checkbox"/> DELETE  | 1.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>ERBEY, WILLIAM C.</b>                     | 1.2 NAME  |   |
| STREET ADDRESS             | <b>1675 PALM BEACH LAKES BLVD., STE.1002</b> | 1.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | <b>WEST PALM BEACH FL</b>                    | 1.4 CITY-ST-ZIP                                       |   |
| TITLE                      | <b>MDDS</b> <input type="checkbox"/> DELETE  | 2.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>ERBEY, JOHN R.</b>                        | 2.2 NAME  |   |
| STREET ADDRESS             | <b>1675 PALM BEACH LAKES BLVD., STE.1002</b> | 2.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | <b>WEST PALM BEACH FL 33401</b>              | 2.4 CITY-ST-ZIP                                       |   |
| TITLE                      | <b>MDCF</b> <input type="checkbox"/> DELETE  | 3.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>REICH, CHRISTINE A.</b>                   | 3.2 NAME  |   |
| STREET ADDRESS             | <b>1675 PALM BEACH LAKES BLVD., STE.1002</b> | 3.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | <b>WEST PALM BEACH FL 33401</b>              | 3.4 CITY-ST-ZIP                                       |   |
| TITLE                      | <b>SVAS</b> <input type="checkbox"/> DELETE  | 4.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>DLUTOWSKI, JOSEPH A</b>                   | 4.2 NAME  |   |
| STREET ADDRESS             | <b>1675 PALM BEACH LAKES BLVD., STE.1002</b> | 4.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | <b>WEST PALM BEACH FL</b>                    | 4.4 CITY-ST-ZIP                                       |   |
| TITLE                      | <input type="checkbox"/> DELETE              | 5.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |  | 5.2 NAME  |   |
| STREET ADDRESS             |  | 5.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                |  | 5.4 CITY-ST-ZIP                                       |   |
| TITLE                      | <input type="checkbox"/> DELETE              | 6.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |  | 6.2 NAME  |   |
| STREET ADDRESS             |  | 6.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                |  | 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 its 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:

Joseph A. Dlutowski

561-682-8000

CR2E034 (10/97)

**EXHIBIT "A"**

|                     |  |   |
|---------------------|--|---|
| William C. Erbey    | Chairman of the Board,<br>President & CEO            | 1675 Palm Beach Lakes<br>Blvd.<br>West Palm Beach, FL 33401 |
| John R. Erbey       | Managing Director<br>and Secretary                   | 1675 Palm Beach Lakes<br>Blvd.<br>West Palm Beach, FL 33401 |
| Christine A. Reich  | Managing Director                                    | 1675 Palm Beach Lakes<br>Blvd.<br>West Palm Beach, FL 33401 |
| Mark S. Zeidman     | Senior Vice President<br>and Chief Financial Officer | 1675 Palm Beach Lakes<br>Blvd.<br>West Palm Beach, FL 33401 |
| Joseph A. Dlutowski | Senior Vice President<br>and Assistant Secretary     | 1675 Palm Beach Lakes<br>Blvd.<br>West Palm Beach, FL 33401 |
| John R. Barnes      | Senior Vice President                                | 1675 Palm Beach Lakes<br>Blvd.<br>West Palm Beach, FL 33401 |
| Edwin D. Berry      | Treasurer  | 1675 Palm Beach Lakes<br>Blvd.<br>West Palm Beach, FL 33401 |