
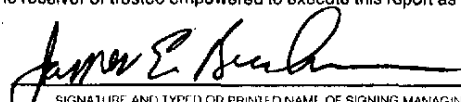


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS		FILED 98 APR 20 PM 2:20 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company RESORT CONDOMINIUMS INTERNATIONAL, LLC 3502 WOODVIEW TRACE INDIANAPOLIS IN 46268		DOCUMENT # M97000000429		1a. Principal Place of Business Address 3502 WOODVIEW TRACE INDIANAPOLIS IN 46268	
2. Principal Place of Business 3502 Woodview Trace Suite, Apt. #, etc. -		2a. Mailing Address 6 SYLVAN WAY Suite, Apt. #, etc. -		3. Date Organized or Qualified 07/18/1997	
City & State INDIANAPOLIS IN		City & State Parsippany NJ		3a. State of Formation DE	
Zip 46268		Country USA		4. FEI Number 22-3530212 <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable	
Zip 46268		Country USA		5. Date of Last Report APPLIED FOR	
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required			
8. Name and Address of New Registered Agent/Office Name N/A Street Address (P.O. Box Number is Not Acceptable) 800002498938-- 8 Suite, Apt. #, etc. -04/24/98--01010--018 ****188.75 ****188.75 City FL Zip Code FL					
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ DATE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when registering)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	DEHAAN, CHRISTEL	6 SYLVAN WAY		PARSIPPANY NJ	
MGR	SNODGRASS, JOHN D	6 SYLVAN WAY		PARSIPPANY NJ	
MGR	HOLMES, STEPHEN P	6 SYLVAN WAY		PARSIPPANY NJ	
MGR	BUCKMAN, JAMES E	6 SYLVAN WAY		PARSIPPANY NJ	

11. 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 indicated on this annual report is true and accurate and that my 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; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:



SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

3/9/98

973 496 7263

Date

Daytime Phone #