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Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N40896

1. Corporation Name
DISNEY VACATION CLUB CONDOMINIUM ASSOCIATION, INC.

Principal Place of Business 200 CELEBRATION PLACE CELEBRATION FL 34747	Mailing Address 200 CELEBRATION PLACE CELEBRATION FL 34747
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29	3. Date Incorporated or Qualified 11/20/1990 4. FEI Number 59-3039578 5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
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9. Name and Address of Current Registered Agent IOPPOLO, S FRANK 1375 BUENA VISTA DRIVE FOUR NORTH LAKE BUENA VISTA FL 32830-1000	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
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11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D FRANKEL, MITCHELL	1.1 TITLE	P/D George Aguel
NAME	200 CELEBRATION PLACE	1.2 NAME	1375 Buena Vista Drive, Ste 410
STREET ADDRESS	CELEBRATION FL	1.3 STREET ADDRESS	Lake Buena Vista, FL 32830
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	DP OUIMET, MATTHEW A.	2.1 TITLE	D Denise Godreau
NAME	1375 BUENA VISTA DRIVE, 4N	2.2 NAME	200 Celebration Place
STREET ADDRESS	LAKE BUENA VISTA FL	2.3 STREET ADDRESS	Celebration, FL 34747
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	T GIBBS, MATTHEW T II	3.1 TITLE	AS/D Kenneth M. Borick
NAME	200 CELEBRATION PLACE	3.2 NAME	200 Celebration Place
STREET ADDRESS	CELEBRATION FL	3.3 STREET ADDRESS	Celebration, FL 34747
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	AS REED, MARSHA L.	4.1 TITLE	
NAME	500 S BUENA VISTA	4.2 NAME	
STREET ADDRESS	BURBANK CA	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	ASD MELTZER, ILESE S.	5.1 TITLE	
NAME	1375 BUENA VISTA DR 4N	5.2 NAME	
STREET ADDRESS	LAKE BUENA VISTA FL	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	SD KATHEDER, THOMAS M	6.1 TITLE	
NAME	1375 BUENA VISTA DR. 4N	6.2 NAME	
STREET ADDRESS	LAKE BUENA VISTA FL 34747	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 the receiver or trustee empowered to execute this report as required by Chapter 617, 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: Matthew T Gibbs, II **SIGNATURE AND TYPED OR PRINTED NAME OF REGISTERED OFFICER OR DIRECTOR** DATE: _____ DAYTIME PHONE #: 407-566-3000

CR2E037 (11/98)