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**Jan 28 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P06986 (4)

1. Corporation Name
BERKELEY RESORTS MANAGEMENT CORP.



Principal Place of Business 3045 POLYNESIAN ISLES BOULEVARD KISSIMEE FL 34746	Mailing Address 3045 POLYNESIAN ISLES BLVD THE PAVILION - 4TH FLOOR KISSIMEE FL 34746-4706 US
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 08/06/1985	3a. Date of Last Report 01/26/1996
21 State, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 22-2611294	Applied For Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24 Country	29 Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**MORRIS, MAX F.
 2300 SUN BANK CENTER
 200 SOUTH ORANGE AVE.
 ORLANDO FL 32801**

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

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

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	MOLKO, RONALD S	
STREET ADDRESS	3045 POLYNESIAN ISLES BLVD	
CITY - ST - ZIP	KISSIMEE FL	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	GRABARNICK, PHILLIP G	
STREET ADDRESS	3048 POLYNESIAN ISLES BLVD	
CITY - ST - ZIP	KISSIMEE FL	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	MEYERS, NEIL S	
STREET ADDRESS	3045 POLYNESIAN ISLES BLVD	
CITY - ST - ZIP	KISSIMEE FL	
TITLE	DS	<input type="checkbox"/> DELETE
NAME	MEYERS, HILLEL A	
STREET ADDRESS	3045 POLYNESIAN ISLES BLVD	
CITY - ST - ZIP	KISSIMEE FL	
TITLE	DV AS	<input type="checkbox"/> DELETE
NAME	KENNEDY, DALE V	
STREET ADDRESS	3045 POLYNESIAN ISLES BLVD	
CITY - ST - ZIP	KISSIMEE FL	
TITLE	DV AS	<input type="checkbox"/> DELETE
NAME	EGGERT, RICHARD J	
STREET ADDRESS	3045 POLYNESIAN ISLES BLVD	
CITY - ST - ZIP	KISSIMEE FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

14. 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 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, on an attachment with an address.

SIGNATURE: *Richard J. Eggert* **RICHARD J. EGGERT** - 1/10/97 - 407-396-4100

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)