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98 MAY -1 PM 1:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1998	FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P06986
1. Corporation Name
Berkeley Resorts Management Corp.

Principal Place of Business Mailing Address
3045 Polynesian Isles Blvd.
Kissimmee, FL 34746

3. Principal Place of Business 31 Suite, Apt. #, etc.	29. Mailing Address 29 1781 Park Center Drive
22. City & State	27. City & State Orlando, Florida
24. Zip	26. Zip 32835
25. Country	30. Country US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
8/6/85

4. FEI Number 22-2611294	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

8. Name and Address of Current Registered Agent

81 Name	CT Corporation System
82 Street Address (P.O. Box Number is Not Acceptable)	1200 Pine Island Road
84 City	Plantation
85 State	FL
86 Zip Code	33324

10. Name and Address of New Registered Agent

81 Name	CT Corporation System
82 Street Address (P.O. Box Number is Not Acceptable)	1200 Pine Island Road
84 City	Plantation
85 State	FL
86 Zip Code	33324

11. Pursuant to the provisions of Sections 607.0802 and 607.1608, 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 607.1608, Florida Statutes.

SIGNATURE: Connie Bryan
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent's name is required when transferring) DATE: 5-1-98

12. OFFICERS AND DIRECTORS

TITLE NAME	D,P Ronald S. Molko <input checked="" type="checkbox"/> DELETE
STREET ADDRESS	3045 Polynesian Isles Blvd
CITY - ST - ZIP	Kissimmee, FL 34746
TITLE NAME	D,V Phillip G. Grabarnick <input checked="" type="checkbox"/> DELETE
STREET ADDRESS	3048 Polynesian Isles Blvd
CITY - ST - ZIP	Kissimmee, FL 34746
TITLE NAME	D,S Hillel A. Meyers <input checked="" type="checkbox"/> DELETE
STREET ADDRESS	3045 Polynesian Isles Blvd
CITY - ST - ZIP	Kissimmee, FL 34746
TITLE NAME	D,V Neil S. Meyers <input checked="" type="checkbox"/> DELETE
STREET ADDRESS	3045 Polynesian Isles Blvd
CITY - ST - ZIP	Kissimmee, FL 34746
TITLE NAME	D,V Richard J. Eggert <input checked="" type="checkbox"/> DELETE
STREET ADDRESS	3045 Polynesian Isles Blvd
CITY - ST - ZIP	Kissimmee, FL 34746
TITLE NAME	DV Dale V. Kennedy <input checked="" type="checkbox"/> DELETE
STREET ADDRESS	3045 Polynesian Isles Blvd
CITY - ST - ZIP	Kissimmee, FL 34746

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D,P <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Charles C. Frey
1.3 STREET ADDRESS	1781 Park Center Drive
1.4 CITY - ST - ZIP	Orlando, FL 32835
2.1 TITLE	D,VP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Dewey Chambers
2.3 STREET ADDRESS	1875 South Grant Street, Suite 650
2.4 CITY - ST - ZIP	San Mateo, CA 94402
3.1 TITLE	D,S,T <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Genevieve Gairnoni
3.3 STREET ADDRESS	1781 Park Center Drive
3.4 CITY - ST - ZIP	Orlando, FL 32835
4.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Ann Cohen
4.3 STREET ADDRESS	1781 Park Center Drive
4.4 CITY - ST - ZIP	Orlando, FL 32835
5.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Billy Wilks
5.3 STREET ADDRESS	1781 Park Center Drive
5.4 CITY - ST - ZIP	Orlando, FL 32835
6.1 TITLE	AVP, AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Charles C. Frey, President
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE: 4/30/98 (407) 533-1000

CR2E04 (10/97)

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