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PROFIT CORPORATION ANNUAL REPORT 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **P06986**

1. Corporation Name
BERKELEY RESORTS MANAGEMENT CORP.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 3045 POLYNESIAN ISLES BOULEVARD, KISSIMEE FL 34746
 Mailing Address: 1781 PARK CENTER DRIVE, ORLANDO FL 32835, US

3. Date Incorporated or Qualified: **08/06/1985**
 4. FEI Number: **22-2611294**
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business: 21
 Suite, Apt. #, etc.: 22
 City & State: 23
 Zip: 24 Country: 25
 2a. Mailing Address: 26
 Suite, Apt. #, etc.: 27
 City & State: 28
 Zip: 29 Country: 30

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 PINE ISLAND ROAD
PLANTATION FL 33324

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	DP	<input checked="" type="checkbox"/> DELETE
NAME	FREY, CHARLES C	
STREET ADDRESS	1781 PARK CENTER DRIVE	
CITY-ST-ZIP	ORLANDO FL 32835	
TITLE	DVP	<input checked="" type="checkbox"/> DELETE
NAME	CHAMBERS, DEWEY	
STREET ADDRESS	1875 SOUTH GRANT STREET SUITE 650	
CITY-ST-ZIP	SAN MATEO CA 94402	
TITLE	DST	<input checked="" type="checkbox"/> DELETE
NAME	GAINNONI, GENEVIEVE	
STREET ADDRESS	1781 PARK CENTER DRIVE	
CITY-ST-ZIP	ORLANDO FL 32835	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	COHEN, ANN	
STREET ADDRESS	1781 PARK CENTER DRIVE	
CITY-ST-ZIP	ORLANDO FL 32835	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	WILKS, BILLY	
STREET ADDRESS	1781 PARK CENTER DRIVE	
CITY-ST-ZIP	ORLANDO FL 32835	
TITLE	AVAS	<input checked="" 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	DP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	L. Steven Miller	
1.3 STREET ADDRESS	1781 Park Center Drive	
1.4 CITY-ST-ZIP	Orlando, FL 32835	
2.1 TITLE	DS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Thomas A. Bell	
2.3 STREET ADDRESS	1781 Park Center Drive	
2.4 CITY-ST-ZIP	Orlando, FL 32835	
3.1 TITLE	DT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Richard Goodman	
3.3 STREET ADDRESS	1781 Park Center Drive	
3.4 CITY-ST-ZIP	Orlando, FL 32835	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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 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, with all other like empowered.

SIGNATURE: Thomas A. Bell 2/15/99 (407) 532-1000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)