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Mar 26 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P31336 (1)
 1. Corporation Name
GRAND CYPRESS FLORIDA, INC.



Principal Place of Business 60 GRAND CYPRESS BLVD. ORLANDO FL 32836 US	Mailing Address 60 GRAND CYPRESS BLVD ORLANDO FL 32836 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/15/1990	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 99-0282163	Applied For Not Applicable
23 Zip	24 Country	28 Zip	29 Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

**YERGLER, JON C., ESQUIRE
 LOWNDES, DROSDICK, DOSTER, KANTOR & REED
 215 NORTH EOLA DRIVE
 ORLANDO FL 32802**

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	OSANO, MASAKUNI	1.2 NAME	
STREET ADDRESS	#12-4 KAMINOGE 2-CHOME SETAGAYA-KU	1.3 STREET ADDRESS	*** Please see the attached list ***
CITY-ST-ZIP	TOKYO 158 JA	1.4 CITY-ST-ZIP	
TITLE	DEVP <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TAKAHASHI, STANLEY	2.2 NAME	
STREET ADDRESS	905 KAPOHO PLC	2.3 STREET ADDRESS	
CITY-ST-ZIP	HONOLULU HA	2.4 CITY-ST-ZIP	
TITLE	DS <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MATSUMOTO, HISASHI	3.2 NAME	
STREET ADDRESS	1717 MOTT-SMITH DR., #2414	3.3 STREET ADDRESS	
CITY-ST-ZIP	HONOLULU HA	3.4 CITY-ST-ZIP	
TITLE	DVP <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAYAKAWA, GEORGE	4.2 NAME	
STREET ADDRESS	1040 LUNALILO ST, PH 3	4.3 STREET ADDRESS	
CITY-ST-ZIP	HONOLULU HA	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	YAMANISHI, TETSURO	5.2 NAME	
STREET ADDRESS	#11-14 SUZUGAYA 3 CHOME	5.3 STREET ADDRESS	
CITY-ST-ZIP	YONO CITY SA	5.4 CITY-ST-ZIP	
TITLE	VP <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ISHIBASHI, MASATSUGU	6.2 NAME	
STREET ADDRESS	11318 WINSTON WILLOW COURT	6.3 STREET ADDRESS	
CITY-ST-ZIP	WINDEREMERE FL	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: Mitsuzo Ebisawa **Mitsuzo Ebisawa, DVPT** 03/06/98 407-239-4600

CR2E034 (10/97)

Grand Cypress Resort®

Grand Cypress Florida, Inc. ♦ 60 Grand Cypress Boulevard ♦ Orlando, Florida 32836
(407) 239-4600 ♦ Fax (407) 876-5580

LIST OF OFFICERS & DIRECTORS

As of March 06, 1998

<u>Title</u>	<u>Name</u>	<u>Address</u>
DP	Osano, Masakuni	#12-4, Kaminoge 2-chome, Setagaya-ku, Tokyo 158, Japan
DEVP	Takahashi, Stanley	905 Kapoho Place Honolulu, Hawaii 96825
✓ DVPT	Ebisawa, Mitsuzo	1245 North Park Ave., Winter Park, Florida 32789-2541
DS	Matsumoto, Hisashi	1717 Mott-Smith Dr., #2414 Honolulu, Hawaii 96822
DVP	Hayakawa, George	1040 Lunalilo Street, PH-3 Honolulu, Hawaii 96822
DVP	Kochi, David	One North Jacaranda, #2031 Orlando, Florida 32836
D	Yamanishi, Tetsuro	#11-4, Suzugaya 3-chome, Yono City, Saitama, Japan

THE VILLAS OF GRAND CYPRESS
HYATT REGENCY GRAND CYPRESS
GRAND CYPRESS ACADEMY OF GOLF



GRAND CYPRESS GOLF CLUB
GRAND CYPRESS RACQUET CLUB
GRAND CYPRESS EQUESTRIAN CENTER

MORE GRAND THAN YOU EVER IMAGINED.