

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

APPROVED AND FILED *10/2*

96 AUG -6 PM 2:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT #** *P37848*  
1. Corporation Name  
**Global Vacation Group, Inc.**

Principal Place of Business \_\_\_\_\_ Mailing Address \_\_\_\_\_

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>March 11, 1992</b>	
21	<b>1420 New York Avenue, N.W.</b>	26		4. FEI Number <b>13-1894967</b>	Applied For <input type="checkbox"/> Not Applicable
22	Suite, Apt. #, etc. <b>Suite 550</b>	27	Suite, Apt. #, etc.	5. Certificate of Status Desired <input checked="" type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
23	City & State <b>Washington, D.C.</b>	28	City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
24	Zip <b>20005</b>	25	Country <b>U.S.</b>	29	Zip
		30	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent  
**James A. Ballerano, Jr.**  
**1201 N.E. 8th Street**  
**Delray Beach, FL 33483-7203**

10. Name and Address of New Registered Agent  
81 Name **CT Corporation System**  
82 Street Address (P.O. Box Number is Not Acceptable)  
**1200 South Pine Island Road**  
83 \_\_\_\_\_  
84 City **Plantation** FL 85 Zip Code **33324**

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.  
**CONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**  
SIGNATURE *Connie Bryan* DATE **8/4/98**

12. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>President and Director</b> <input checked="" type="checkbox"/> DELETE <b>Stanley Fisher</b>
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>Executive Vice President and Assistant Secretary</b> <input checked="" type="checkbox"/> DELETE <b>Michael Fisher</b>
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>Executive Vice President</b> <input checked="" type="checkbox"/> DELETE <b>Gregory Fisher</b>
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>Secretary and Director</b> <input checked="" type="checkbox"/> DELETE <b>Regina Fisher</b>
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition <b>See Attached Exhibit A</b>
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition <b>700002608417-1</b> <b>-08/05/98--01102--018</b> <b>****558.75 ****558.75</b>
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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.

CR2E034 (10/97)

20/2

**Global Vacation Group, Inc.**

**List of Officers and Directors**

<u>Name</u>	<u>Office</u>	<u>Address</u>
<b>Officers:</b>		
Roger H. Ballou	Chairman and Chief Executive Officer	c/o Global Vacation Group, Inc. 1420 New York Avenue, N.W. Suite 550 Washington, D.C. 20005
J. Raymond Lewis	President and Chief Operating Officer	c/o Global Vacation Group, Inc. 1420 New York Avenue, N.W. Suite 550 Washington, DC 20005
Walter Berman	Executive Vice President - Finance, Treasurer and Chief Financial and Accounting Officer	c/o Global Vacation Group, Inc. 1420 New York Avenue, N.W. Suite 550 Washington, DC 20005
Daniel Raskas	Vice President and Secretary	c/o Global Vacation Group, Inc./ Thayer Capital Partners 1455 Pennsylvania Avenue Suite 350 Washington, DC 20004
Christopher Temple	Assistant Treasurer and Assistant Secretary	c/o Global Vacation Group, Inc./ Thayer Capital Partners 1455 Pennsylvania Avenue Suite 350 Washington, DC 20004
<b>Directors</b>		
Roger H. Ballou	Chairman	c/o Global Vacation Group, Inc. 1420 New York Avenue, N.W. Suite 550 Washington, DC 20006
Carl J. Rickertsen		c/o Global Vacation Group, Inc./ Thayer Capital Partners 1455 Pennsylvania Avenue Suite 350 Washington, D.C. 20004
Frederic Malek		