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Apr 27, 1999 8:00 am
Secretary of State

04-27-1999 90120 033 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P38329

1. Corporation Name

WESTIN VACATION MANAGEMENT CORPORATION

Principal Place of Business

C/O WESTIN HOTEL COMPANY, TAX DEPARTMENT
2001 6TH AVENUE
SEATTLE WA 98121

Mailing Address

C/O WESTIN HOTEL COMPANY, TAX DEPARTMENT
2001 6TH AVENUE
SEATTLE WA 98121

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 777 WESTCHESTER AVE Suite, Apt. #, etc.	26 2231 E CAMELBACK RD Suite, Apt. #, etc.
22 City & State	27 STE. 400 City & State
23 WHITE PLAINS NY Zip Country	28 PHOENIX AZ Zip Country
24 10604 25 USA	29 85016 30 USA

3. Date Incorporated or Qualified	4. FEI Number	Applied For
04/14/1992	91-1424116	No: 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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

9. Name and Address of Current Registered Agent	81 Name
CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525	82 Street Address (P.O. Box Number is Not Acceptable)
	83
	84 City
	FL 85 Zip Code

10. Name and Address of New Registered Agent

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P HINTON, HUD 2001 6TH AVE SEATTLE WA	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	VS WALKER, CATHERINE L. 2001 6TH AVENUE SEATTLE WA	1.2 NAME	FRED KLEISNER-P
STREET ADDRESS	VPTD MAHONEY, RICHARD 2001 6TH AVE SEATTLE WA	1.3 STREET ADDRESS	777 WESTCHESTER AVENUE
CITY-ST-ZIP	VAT SUTTEN, DOUGLAS C. 2001 6TH AVENUE SEATTLE WA	1.4 CITY-ST-ZIP	WHITE PLAINS, NY 10604
	AS VALINE, RUTH E. 2001 6TH AVENUE SEATTLE WA	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
	AC ALEXANDER, DANIEL 2001 SIXTH AVE SEATTLE WA	2.2 NAME	MARK ROZELLS-V/T
		2.3 STREET ADDRESS	2231 E CAMELBACK RD, STE 400
		2.4 CITY-ST-ZIP	PHOENIX, AZ 85016
		3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
		3.2 NAME	JAMES LATHAM-V/S
		3.3 STREET ADDRESS	777 WESTCHESTER AVENUE
		3.4 CITY-ST-ZIP	WHITE PLAINS, NY 10604
		4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
		4.2 NAME	PETER MORROW-AT
		4.3 STREET ADDRESS	2231 E CAMELBACK RD, STE 400
		4.4 CITY-ST-ZIP	PHOENIX, AZ 85016
		5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
		5.2 NAME	DAVID HUGHES-AT
		5.3 STREET ADDRESS	2231 E CAMELBACK RD, STE 400
		5.4 CITY-ST-ZIP	PHOENIX, AZ 85016
		6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
		6.2 NAME	PETER ALPERT-AT
		6.3 STREET ADDRESS	777 WESTCHESTER AVENUE
		6.4 CITY-ST-ZIP	WHITE PLAINS, NY 10604

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 19.07, 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 a title like empowered.

SIGNATURE:


SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

PETER MORROW

4-20-99

602-852-3900

Date

Daytime Phone #

CR2E034 (11/98)