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STATE  
TALLAHASSEE FLORIDA

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # P93000020214</b>			
1. Corporation Name <b>ALTERNATIVE VACATION CONCEPTS, INC.</b>			
Principal Place of Business 1146 E. HIGHLAND DR. LAKELAND FL 33813 US		Mailing Address P O BOX 5019 LAKELAND FL 33813 US	
DO NOT WRITE IN THIS SPACE			
3. Date Incorporated or Qualified <b>03/17/1993</b>			
2. Principal Place of Business		4. FEI Number <b>58-3177097</b>	
21	26	Applied For <input type="checkbox"/> Not Applicable	
Suite, Apt. #, etc.		5. Certificate of Status Desired <input checked="" type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
22	27	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
City & State		8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
23	28		
Zip	Zip		
24	29		
Country			
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
SHEPARD, MICHAEL R 1146 E. HIGHLAND DR. LAKELAND FL 33813		B1 Name	
		B2 Street Address (P.O. Box Number is Not Acceptable)	
		B3	
		B4 City	
		FL B5 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 _____ <small>Signatures, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reappointing)</small>			
12. OFFICERS AND DIRECTORS			
TITLE	PD	<input type="checkbox"/> DELETE	
NAME	SHEPARD, MICHAEL		
STREET ADDRESS	1146 E HIGHLAND DRIVE		
CITY-ST-ZIP	LAKELAND FL 33801		
TITLE	STD	<input type="checkbox"/> DELETE	
NAME	SHEPARD, PEGGY D		
STREET ADDRESS	1146 E HIGHLAND DR		
CITY-ST-ZIP	LAKELAND FL 33813		
TITLE		<input type="checkbox"/> DELETE	
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE	
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE	
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE	
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
11 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
12 NAME			
13 STREET ADDRESS			
14 CITY-ST-ZIP			
21 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
22 NAME			
23 STREET ADDRESS			
24 CITY-ST-ZIP			
31 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
32 NAME			
33 STREET ADDRESS			
34 CITY-ST-ZIP			
41 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
42 NAME			
43 STREET ADDRESS			
44 CITY-ST-ZIP			
51 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
52 NAME			
53 STREET ADDRESS			
54 CITY-ST-ZIP			
61 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
62 NAME			
63 STREET ADDRESS			
64 CITY-ST-ZIP			

CR2E034 (11/98)

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: Michael R. Shepard MICHAEL R. SHEPARD 3-18-99 941-646-2600  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #