

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P 94000049589			
1. Corporation Name Phoenix Resorts, Inc.			
Principal Place of Business		Mailing Address	
2. Principal Place of Business 21 5745 Masters Boulevard Suite, Apt. #, etc. 22 City & State 23 Orlando, FL Zip 24 32819		2a. Mailing Address 25 Same Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30 USA	
9. Name and Address of Current Registered Agent Eric Reinhardt 8512 Sunset Willow Court Orlando, FL 32835		10. Name and Address of New Registered Agent 81 Name Donald Brady 82 Street Address (P.O. Box Number is Not Acceptable) 5745 Masters Boulevard 83 84 City Orlando, FL 85 Zip Code 32819	
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 <i>[Signature]</i> 6/24/97			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	Director Eric Reinhardt Post Office Box 771054 N/A Winter Garden, FL 34777 <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	Director Donald E. Brady 5745 Masters Boulevard Orlando, FL 32819 <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	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 do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 807, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address. SIGNATURE <i>[Signature]</i> 6/24/97 (407) 876-3867 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #			

FILED
97 JUN 26 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REINSTATEMENT

3. Date of Incorporation or Business	6/30/94	4. Date of Last Report	None Filed
4. FEI Number	59-3253237	Applied For	Not Applicable
5. Certificate of Status Desired	<input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing	<input type="checkbox"/>	\$5.00 May Be Added to Fees	
7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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