

COND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
 AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

PROFIT CORPORATION
 ANNUAL REPORT
 1999



FLORIDA DEPARTMENT OF STATE
 Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

FILED
Jul 09, 1999 8:00 am
Secretary of State

07-09-1999 90008 026 ***550.00

DOCUMENT # P94000049589
 Corporation Name

PHOENIX RESORTS, INC.

089913 - 90008 - 26



Principal Place of Business Mailing Address
 5 MASTERS BOULEVARD 5745 MASTERS BOULEVARD
 ORLANDO FL 32819 ORLANDO FL 32819
 US

DO NOT WRITE IN THIS SPACE

Principal Place of Business 2a. Mailing Address
 Suite, Apt. #, etc. Suite, Apt. #, etc.
 City & State City & State
 Zip Country Zip Country

3. Date Incorporated or Qualified
 06/30/1994
 4. FEI Number Applied For
 59-3253237 Not Applicable
 5. Certificate of Status Desired \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property. Yes No

9. Name and Address of Current Registered Agent
 BRADY, DONALD
 5745 MASTERS BOULEVARD
 ORLANDO FL 32819

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City FL 85 Zip Code

I, 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	
LE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
ME	BRADY, DONALD E	1.2 NAME	
REET ADDRESS	5745 MASTERS BOULEVARD	1.3 STREET ADDRESS	
Y-ST-ZIP	ORLANDO FL 32819	1.4 CITY-ST-ZIP	
LE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
ME		2.2 NAME	
REET ADDRESS		2.3 STREET ADDRESS	
Y-ST-ZIP		2.4 CITY-ST-ZIP	
LE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
ME		3.2 NAME	
REET ADDRESS		3.3 STREET ADDRESS	
Y-ST-ZIP		3.4 CITY-ST-ZIP	
LE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
ME		4.2 NAME	
REET ADDRESS		4.3 STREET ADDRESS	
Y-ST-ZIP		4.4 CITY-ST-ZIP	
LE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
ME		5.2 NAME	
REET ADDRESS		5.3 STREET ADDRESS	
Y-ST-ZIP		5.4 CITY-ST-ZIP	
LE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
ME		6.2 NAME	
REET ADDRESS		6.3 STREET ADDRESS	
Y-ST-ZIP		6.4 CITY-ST-ZIP	

I, 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: *Donald E Brady* DONALD E BRADY 7/2/99 407-396-1808
 Signature, typed or printed name of signing officer or director Date Daytime Phone #

CR2E034 (5/99)