

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

PROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
97 APR 28 PM 3:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOCUMENT # 95000003678

1. Corporation Name

VACATION MANAGEMENT SERVICES, INC.

Principal Place of Business

Mailing Address

**8801 VISTANA CENTRE DRIVE
ORLANDO, FLORIDA 32821
U.S.A.**

**P.O. BOX 22197
LAKE BUENA VISTA, FLORIDA
32821-2197
U.S.A.**

3. Date Incorporated or Qualified

1/13/95

3a. Date of Last Report

3/27/96

2. Principal Place of Business

21 State, Apt. #, etc.

22 City & State

23 Zip

24 Country

2a. Mailing Address

26 **P.O. BOX 22197**

27 Suite, Apt. #, etc.

28 City & State

LAKE BUENA VISTA, FLORIDA

29 Zip

30 Country

32830-2197

U.S.A.

4. FEI Number

59-3304480

Applied For

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 has liability for intangible tax under s. 199.032, Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

**AVRIL, MATTHEW E.
8801 VISTANA CENTRE DRIVE
ORLANDO, FLORIDA 32821**

10. Name and Address of New Registered Agent

81 Name
C T Corporation System
82 Street Address (P.O. Box Number is Not Acceptable)
**1200 SOUTH PINE BLVD
PLANTATION, FL 33324**
83 City
PLANTATION, FL
84 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 607.0502, Florida Statutes.

SIGNATURE

Connie Bryan

**CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY**

4/28/97

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-STATE-ZIP	DELETE
C/D	GELLEIN, RAYMOND L., JR.	8801 VISTANA CENTRE DRIVE	ORLANDO, FLORIDA 32821	<input type="checkbox"/>
P/D	ADLER, JEFFREY A.	8801 VISTANA CENTRE DRIVE	ORLANDO, FLORIDA 32821	<input type="checkbox"/>
VP/S/T	AVRIL, MATTHEW E.	8801 VISTANA CENTRE DRIVE	ORLANDO, FLORIDA 32801	<input checked="" type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-STATE-ZIP	DELETE	Change	Addition
EVP/COO/AS	AVRIL, MATTHEW E.	8801 VISTANA CENTRE DRIVE	ORLANDO, FLORIDA 32821	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
SVP/S	WERTH, SUSAN B.	8801 VISTANA CENTRE DRIVE	ORLANDO, FLORIDA 32821	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
SVP/CFO/AS/T	SABIN, JOHN M.	8801 VISTANA CENTRE DRIVE	ORLANDO, FLORIDA 32821	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

14. I do 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 included 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; 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, as an attachment with an address.

SIGNATURE:

Jeffrey A. Adler

Jeffrey A. Adler

4/24/97

(407) 239-3000

Date

Daytime Phone #

CR2E034 (9/96)