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May 07 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P95000085572 (2)

1. Corporation Name
DIAMOND DESTINATIONS, INC.

Principal Place of Business
10730 US HIGHWAY 19
SUITE 6
PORT RICHEY FL 34668
US

Mailing Address
8748 FOREST LAKE DRIVE
PORT RICHEY FL 34668-5819

3. Date Incorporated or Qualified 11/07/1995
3a. Date of Last Report 06/17/1996

2. Principal Place of Business 21 Same as above
2a. Mailing Address 26 Same as above

Suite, Apt. #, etc. 27 Suite, Apt. #, etc.

City & State 28 City & State

Zip 29 Country 30 Country

9. Name and Address of Current Registered Agent

THE LAW FIRM OF LAWRENCE J SPIEGEL CHRTD
343 ALMERIA AVENUE
CORAL GABLES FL 33134

10. Name and Address of New Registered Agent

81 Name MARK Schmidt
82 Street Address (P.O. Box Number is Not Acceptable)
83 10730 US Hwy 19 Suite 06
84 City port Richey FL 85 Zip Code 34668

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 of registered agent and title if applicable

(NOTE: Registered Agent's signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

PD GRAZIAPLENE, MATT
8748 FOREST LAKE DRIVE
PORT RICHEY FL 34668

TITLE NAME STREET ADDRESS CITY-ST-ZIP

VD GRAZIAPLENE, MATTHEW A
8748 FOREST LAKE DRIVE
PORT RICHEY FL 34668

TITLE NAME STREET ADDRESS CITY-ST-ZIP

STO GRAZIAPLENE, FRANCES
8748 FOREST LAKE DRIVE
PORT RICHEY FL 34668

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TITLE NAME STREET ADDRESS CITY-ST-ZIP

TITLE NAME STREET ADDRESS CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP

2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP

3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP

4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP

5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP

6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP

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 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

MATT GRAZIAPLENE 4/27/97 843-861-5339

CR2E034 (9/96)