


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

FILED  
May 18 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # P96000016576 (6)</b> 1. Corporation Name <b>DESTINATION PALM COAST HOTEL, INC.</b>			
Principal Place of Business <b>HARBORSIDE INN AT PALM COAST 300 CLUBHOUSE DRIVE PALM COAST FL 32137 US</b>		Mailing Address <b>11777 SAN VICENTE BOULEVARD SUITE 900 LOS ANGELES CA 90049</b>	
2. Principal Place of Business <b>21 300 Clubhouse Drive</b> Suite, Apt. #, etc <b>22</b> City & State <b>23</b> Zip <b>24</b> Country <b>25</b>		2a. Mailing Address <b>26</b> Suite, Apt. #, etc. <b>27</b> City & State <b>28</b> Zip <b>29</b> Country <b>30</b>	
3. Date Incorporated or Qualified <b>02/22/1996</b>		4. FEI Number <b>59-3362781</b> Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		8. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM 1200 PINE ISLAND ROAD PLANTATION FL 33324</b>	
9. Name and Address of New Registered Agent <b>81 Name</b> <b>82 Street Address (P.O. Box Number is Not Acceptable)</b> <b>83</b> <b>84 City</b> <b>FL</b> <b>85 Zip Code</b>		10. 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____			
12. OFFICERS AND DIRECTORS			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP
DP	PLATT, JOHN B III	196 LA VEREDA ROAD	SANTA BARBARA CA
D	LOWE, ROBERT	11777 SAN VICENTE BOULEVARD, SUITE 900	LOS ANGELES CA 90049
DEVP	DEL FRANCO, PETER A	11777 SAN VICENTE BOULEVARD, SUITE 900	LOS ANGELES CA
SVP	O'KEEFE, PETER R	11777 SAN VICENTE BLVD, #900	LOS ANGELES CA
VP	GASTON, THOMAS	385 INVERNESS DRIVE SOUTH, #900	ENGLEWOOD CO
S	KENYON, BETTY J	11777 SAN VICENTE BLVD, #900	LOS ANGELES CA
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 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

*Betty J. Kenyon*

Betty J. Kenyon, Secretary, 5/18/98, (310) 330-6661

CR2E034 (10/97)

**DESTINATION PALM COAST HOTEL, INC.  
PROFIT CORPORATION ANNUAL REPORT  
OFFICERS CONTINUED**

**Scott Allan**  
**Vice President**  
**11777 San Vicente Blvd., #900**  
**Los Angeles, CA 90049**

**D. Jeffrey Brothers**  
**Vice President**  
**384 Inverness Drive South, #115**  
**Englewood, CO 80112**

**John M. DeMarco**  
**Vice President and Corporate Counsel**  
**11777 San Vicente Blvd., #900**  
**Los Angeles, CA 90049**

**Dennis J. Fischer**  
**Senior Vice President**  
**384 Inverness Drive South, #115**  
**Englewood, CO 80112**

**Michael T. O'Neil**  
**Vice President**  
**384 Inverness Drive South, #115**  
**Englewood, CO 80112**

**Matthew Hagler**  
**Vice President**  
**300 Clubhouse Drive**  
**Palm Coast, FL 32137**

**Earl D. Hewlette**  
**Executive Vice President**  
**5757 Palm Boulevard**  
**Isle of Palms, South Carolina 29451**

**Salve A. Penny**  
**Senior Vice President and Assistant Secretary**  
**11777 San Vicente Blvd., #900**  
**Los Angeles, CA 90049**

**DESTINATION PALM COAST HOTEL, INC.  
PROFIT CORPORATION ANNUAL REPORT  
OFFICERS CONTINUED**

**Kirk R. Poe  
Vice President  
384 Inverness Drive South #115  
Englewood, CO 80112**

**Ronald E. Silva  
Executive Vice President  
1500 Sansome Street, #102  
San Francisco, CA 94111**

**James N. Turner  
Vice President  
384 Inverness Drive South #115  
Englewood, CO 80112**