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PROFIT CORPORATION ANNUAL REPORT

1999

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

99 MAY -3 PM 2:11

DOCUMENT # **P96000045088**

1. Corporation Name
VISTANA WGV HOLDINGS, INC.

Principal Place of Business	Mailing Address
8801 VISTANA CENTRE DRIVE ORLANDO FL 32821-6353	POST OFFICE BOX 22197 LAKE BUENA VISTA FL 32830-2197

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
05/28/1996

4. FEI Number
59-3385026

[ ] Applied For
[ ] Not Applicable

5. Certificate of Status Desired [X] **$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 Tax [X] Yes [ ] No

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22	27
City & State	City & State
23	28
Zip / Country	Zip / Country
24 / 25	29 / 30

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name: Corporation Service Company
82 Street Address (P.O. Box Number is Not Acceptable): 1201 Hays Street
83
84 City: Tallahassee, FL 32301
FL 85 Zip Code

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: See attached Statement of Change of Registered Office and Registered Agent, filed 1/29/99
Signature, typed or printed name of registered agent and title if applicable (Note: Registered Agent's signature required if agent changes) DATE

12. OFFICERS AND DIRECTORS		
TITLE	CD	[ ] DELETE
NAME	GELLEIN, RAYMOND L JR	
STREET ADDRESS	8801 VISTANA CENTRE DRIVE	
CITY-ST-ZIP	LAKE BUENA VISTA FL 32821	
TITLE	PD	[ ] DELETE
NAME	ADLER, JEFFREY A	
STREET ADDRESS	8801 VISTANA CENTRE DRIVE	
CITY-ST-ZIP	LAKE BUENA VISTA FL 32821	
TITLE	EVCA	[X] DELETE
NAME	AVRIL, MATTHEW E	
STREET ADDRESS	8801 VISTANA CENTRE DRIVE	
CITY-ST-ZIP	ORLANDO FL 32821-6353	
TITLE	SVPS	[ ] DELETE
NAME	WERTH, SUSAN B	
STREET ADDRESS	8801 VISTANA CENTRE DRIVE	
CITY-ST-ZIP	ORLANDO FL 32821-6353	
TITLE	SVP	[ ] DELETE
NAME	MCKNIGHT, JAMES A	
STREET ADDRESS	8801 VISTANA CENTRE DRIVE	
CITY-ST-ZIP	ORLANDO FL 32821-6353	
TITLE	SVP	[ ] DELETE
NAME	LYTLE, CAROL	
STREET ADDRESS	8801 VISTANA CENTRE DRIVE	
CITY-ST-ZIP	ORLANDO FL 32821-6353	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
11 TITLE	VC/CF/T/A	[ ] Change	[X] Addition
12 NAME	HARRIS, CHARLES E.		
13 STREET ADDRESS	8801 VISTANA CENTRE DRIVE		
14 CITY-ST-ZIP	ORLANDO FL 32821		
21 TITLE	V/CA	[ ] Change	[X] Addition
22 NAME	PATTEN, MARK E		
23 STREET ADDRESS	8801 VISTANA CENTRE DRIVE		
24 CITY-ST-ZIP	ORLANDO, FL 32821		
31 TITLE	CD	[X] Change	[ ] Addition
32 NAME	GELLEIN, RAYMOND L JR		
33 STREET ADDRESS	8801 VISTANA CENTRE DRIVE		
34 CITY-ST-ZIP	ORLANDO, FL 32821		
41 TITLE	PD	[X] Change	[ ] Addition
42 NAME	ADLER, JEFFREY A		
43 STREET ADDRESS	8801 VISTANA CENTRE DRIVE		
44 CITY-ST-ZIP	ORLANDO, FL 32821		
51 TITLE		[ ] Change	[ ] Addition
52 NAME			
53 STREET ADDRESS			
54 CITY-ST-ZIP			
61 TITLE		[ ] Change	[ ] Addition
62 NAME			
63 STREET ADDRESS			
64 CITY-ST-ZIP			

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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, with all other like empowered.

SIGNATURE: [signature] Susan Werth, SVPS 2/25/99 (407) 239-3234
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #