

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

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

FILED

98 APR 13 AM 10:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P96000053083 (7)

1. Corporation Name

VISTANA WGV INVESTMENT, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business
8801 VISTANA CENTRE DRIVE
ORLANDO FL 32821-6353

Mailing Address
POST OFFICE BOX 22197
LAKE BUENA VISTA FL 32830-2197

3. Date Incorporated or Qualified

06/21/1996

4. FEI Number

59-3392211

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 owes or has paid the current year Intangible
Personal Property Tax due June 30.



Yes



No

2. Principal Place of Business

21

Suite, Apt. #, etc.

22

City & State

23

Zip

Country

24

25

2a. Mailing Address

26

Suite, Apt. #, etc.

27

City & State

28

Zip

Country

29

30

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

10. Name and Address of New Registered Agent

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, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

PD
ADLER, JEFFREY A
8801 VISTANA CENTRE DRIVE
ORLANDO FL 32821-6353

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

CD
GELLEIN, RAYMOND
8801 VISTANA CENTRE DRIVE
ORLANDO FL 32821-6353

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

SCAT
SABIN, JOHN M
8801 VISTANA CENTRE DRIVE
ORLANDO FL 32821-6353

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

ECAS
AVRIL, MATTHEW E
8801 VISTANA CENTRE DRIVE
ORLANDO FL 32821-6353

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

SVPS
WERTH, SUSAN B
8801 VISTANA CENTRE DRIVE
ORLANDO FL 32821-6353

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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

VC/CFO
Harris, Charles E.
8801 Vistana Centre Drive
Orlando, FL 32821-6353

Change Addition

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

200002492592-1
-04/17/98--01086--003
****158.75 ****158.75

Change Addition

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

SVP/T/AS
Sabin, John M
8801 Vistana Centre Drive
Orlando, FL 32821-6353

Change Addition

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

VP/CAO
Patten, Mark E.
8801 Vistana Centre Drive
Orlando, FL 32821-6353

Change Addition

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

Change Addition

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

[Signature]

4/13/98

(407) 239-3000

CR2E034 (10/97)