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Jun 02 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Morison Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # *P96000074883*
1. Corporation Name
VACATION DEPOT OF VERO BEACH INC.

Principal Place of Business <i>5030 HARMONY CIRCLE #201 VERO BEACH, FL 32967</i>	Mailing Address <i>505 BEACHLAND BLVD. SUITE 1-874 VERO BEACH, FL 32963</i>
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29	Country 30
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3. Date Incorporated or Qualified <i>9-5-96</i>	3a. Date of Last Report <i>N/A</i>
4. FEI Number <i>65-0695661</i>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent
*GERALD J. GOSSELIN
5030 HARMONY CIRCLE #201
VERO BEACH, FL 32967*

10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code <i>FL</i>

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

12. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<i>PRESIDENT CAROL A. GOSSELIN 5030 HARMONY CIRCLE #201 VERO BEACH, FL 32967</i>
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<i>VICE PRESIDENT GERALD J. GOSSELIN 5030 HARMONY CIRCLE #201 VERO BEACH, FL 32967</i>
TITLE NAME STREET ADDRESS CITY-ST-ZIP	
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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: *Gerald J. Gosselin* GERALD J. GOSSELIN 4-28-97 (561)569-7053

CR2E034 (9/96)