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**Apr 11 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 # P96000076484 (0)

1. Corporation Name
ELITE VACATIONS INC.



Principal Place of Business: 7 ST JOHNS ROAD, COOMB HOUSE, ISLEWORTH MIDDLESEX, TW7 6NA UNITED KINGDOM

Mailing Address: 7 ST JOHNS ROAD, COOMB HOUSE, ISLEWORTH MIDDLESEX, TW7 6NA UNITED KINGDOM

3. Date Incorporated or Qualified: 09/13/1996

3a. Date of Last Report

2. Principal Place of Business

21. 7041 Grand National Dr. Suite, Apt. #, etc.

22. 236 City & State: Orlando, FL

23. Zip: 32819 Country: USA

24. 32819 25. USA

2a. Mailing Address

26. C/o Chastang, 1400 W. Fairbanks Ave Suite, Apt. #, etc.

27. 102 City & State: Winter Park, FL

28. Winter Park, FL

29. 32789 Zip Country: USA

30. 32789 USA

4. FEI Number: 65-0733915

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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

LEWIS, ROBERT K JR.
8237-A PRESIDENTIAL COURT
FORT MYERS FL 33919

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: FL

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 signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARRISON, MARTYN	1.2 NAME	
STREET ADDRESS	7 ST JOHNS RD, COOMB HOUSE, ISLEWORTH, MIDDLESEX, TW7 6NA UNITED KINGDOM	1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	VP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	James H. Baillie
STREET ADDRESS		2.3 STREET ADDRESS	7041 Grand National Dr., Ste 236
CITY - ST - ZIP		2.4 CITY - ST - ZIP	Orlando, FL 32819
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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: _____ **REQUIRED** 4/7/97 407-351-3395

DATE: _____ DAYTIME PHONE: _____

CP2E034 (9/96)