

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 10 PM 12:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P97000025056 (7)
1. Corporation Name
VISTANA PSL, INC.



Principal Place of Business: **8801 VISTANA CENTRE DRIVE ORLANDO FL 32821-6553**
Mailing Address: **POST OFFICE BOX 22197 LAKE BUENA VISTA FL 32830-2197**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/19/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-3466205	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. 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	

9. Name and Address of Current Registered Agent GELLEIN, RAYMOND L JR 8801 VISTANA CENTRE DRIVE ORLANDO FL 32821-6553				10. Name and Address of New Registered Agent			
81 Name				82 Street Address (P.O. Box Number is Not Acceptable)			
				CT Corporation System 1200 South Pine Island Road			
83				84 City			
				Plantation FL 85 Zip Code 33324			

11. Pursuant to the provisions of Sections 607.0507 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: **PETER F. SOUZA** ASSISTANT SECRETARY DATE: **4/9/98**

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	D	<input type="checkbox"/> DELETE	1.1 TITLE	C/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	GELLEIN, RAYMOND L JR		1.2 NAME	Gellein, Raymond L., Jr.			
STREET ADDRESS	8801 VISTANA CENTRE DRIVE		1.3 STREET ADDRESS	8801 Vistana Centre Drive			
CITY-ST-ZIP	ORLANDO FL 32821-6553		1.4 CITY-ST-ZIP	Orlando, FL 32821-6553			
TITLE	D	<input type="checkbox"/> DELETE	2.1 TITLE	P/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	ADLER, JEFFREY A		2.2 NAME	Adler, Jeffrey A.			
STREET ADDRESS	8801 VISTANA CENTRE DRIVE		2.3 STREET ADDRESS	8801 Vistana Centre Drive			
CITY-ST-ZIP	ORLANDO FL 32821-6553		2.4 CITY-ST-ZIP	Orlando, FL 32821-6553			
TITLE		<input type="checkbox"/> DELETE	3.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition		
NAME			3.2 NAME	SEE ATTACHED LIST			
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 checked="" type="checkbox"/> Addition		
NAME			4.2 NAME	500002492555--9			
STREET ADDRESS			4.3 STREET ADDRESS	-04/17/98--01086--013			
CITY-ST-ZIP			4.4 CITY-ST-ZIP	****158.75 ****158.75			
TITLE		<input type="checkbox"/> DELETE	5.1 TITLE		<input type="checkbox"/> Change <input checked="" 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 checked="" type="checkbox"/> Addition		
NAME			6.2 NAME				
STREET ADDRESS			6.3 STREET ADDRESS				
CITY-ST-ZIP			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: *[Signature]* (407) 239-3000

CR2E034 (10/97)

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Vistana PSL, Inc. Annual Report

Item 13. Additions to Officers and Directors

Title: Vice Chairman, CFO
Name: Charles E. Harris
Street Address: 8801 Vistana Centre Drive
City-ST-Zip: Orlando FL 32821

Title: Exec. Vice President/COO/Asst. Sec.
Name: Matthew E. Avril
Street Address: 8801 Vistana Centre Drive
City-ST-Zip: Orlando FL 32821

Title: Sr. Vice President/Treasurer/Asst. Sec.
Name: John M. Sabin
Street Address: 8801 Vistana Centre Drive
City-ST-Zip: Orlando FL 32821

Title: Sr. Vice President/Sec
Name: Susan Werth
Street Address: 8801 Vistana Centre Drive
City-ST-Zip: Orlando FL 32821

Title: Sr. Vice President
Name: Carol Lytle
Street Address: 8801 Vistana Centre Drive
City-ST-Zip: Orlando FL 32821

Title: Sr. Vice President
Name: James A. McKnight
Street Address: 8801 Vistana Centre Drive
City-ST-Zip: Orlando FL 32821

Title: Vice President/Chief Accounting Officer
Name: Mark E. Patten
Street Address: 8801 Vistana Centre Drive
City-ST-Zip: Orlando FL 32821