

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

DOCUMENT # P97000025056 (7)

1. Corporation Name
VISTANA PSL, INC.

FILED

98 APR 10 PM 12:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		03/19/1997	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		59-3466205	
24 Country		30 Country		Applied For	
				Not Applicable	
				5. Certificate of Status Desired <input checked="" 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 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	CT Corporation System
82 Street Address (P.O. Box Number is Not Acceptable)	1200 South Pine Island Road
83	
84 City	Plantation
85 Zip Code	FL 33324

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 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) 238-3000

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