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Apr 27, 1999 8:00 am
Secretary of State

04-27-1999 90196 026 ***150.00



PROFIT CORPORATION
 ANNUAL REPORT
1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P97000065792

1. Corporation Name
RESORTS AMERICA, INC.



Principal Place of Business
**3180 BECK BLVD
 CLUB NAPLES RV RESORT
 NAPLES FL 34114**

Mailing Address
~~11900 WAYZATA BLVD
 SUITE 116G
 MINNETONKA MN 55305~~

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip County
24 **25**

2a. Mailing Address
26 *527 Marquette Ave S.*
 Suite, Apt. #, etc.
27 *Suite 2340*
 City & State
28 *Minneapolis, MN*
 Zip Country
29 *55402* **30** *USA*

3. Date Incorporated or Qualified
07/30/1997

4. FEI Number
NOT APPLICABLE 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 the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
**BREIT, RICHARD H
 3111 STIRLING RD
 FT LAUDERDALE FL 33312**

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

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	CHAR	1.1 TITLE	and President
NAME	NELSON, GEORGE N JR.	1.2 NAME	
STREET ADDRESS	514 NICOLLET MALL #570	1.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS MN 55402	1.4 CITY-ST-ZIP	
TITLE	P	2.1 TITLE	President and Chairman
NAME	SAMELUK, CHARLES E	2.2 NAME	Nelson, George N JR.
STREET ADDRESS	11900 WAYZATA BLVD SUITE 116G	2.3 STREET ADDRESS	527 Marquette Ave S.
CITY-ST-ZIP	MINNETONKA MN 55305	2.4 CITY-ST-ZIP	NAPLES, MN 55402
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
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(1)(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, with all other like empowered.

SIGNATURE: *George N Nelson Jr* **GEORGE N NELSON JR** 4-26-99 (612) 342-0202
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)