

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Apr 13 1998 8:00am  
Secretary of State

|                                                |                                                                                   |                                                                                                    |
|------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br>1998 |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |
|------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|

DOCUMENT # P97000069564 (7)

1. Corporation Name  
VISTANA WEST, INC.

|                                                                              |                                                                  |
|------------------------------------------------------------------------------|------------------------------------------------------------------|
| Principal Place of Business<br>8801 VISTANA CENTRE DRIVE<br>ORLANDO FL 32821 | Mailing Address<br>8801 VISTANA CENTRE DRIVE<br>ORLANDO FL 32821 |
|------------------------------------------------------------------------------|------------------------------------------------------------------|

DO NOT WRITE IN THIS SPACE

|                                                                                                                                                                         |                                                        |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| 3. Date Incorporated or Qualified<br>08/11/1997                                                                                                                         |                                                        |
| 4. FEI Number<br>59-3462185                                                                                                                                             | Applied For<br><input type="checkbox"/> 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 |                                                        |

|                                |                        |
|--------------------------------|------------------------|
| 2. Principal Place of Business | 2a. Mailing Address    |
| 21 Suite, Apt. #, etc.         | 26 Suite, Apt. #, etc. |
| 22 City & State                | 27 City & State        |
| 23 Zip                         | 28 Country             |
| 24                             | 29                     |
| 25                             | 30                     |

|                                                                                                                                 |                                                    |                                              |          |
|---------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|----------------------------------------------|----------|
| 9. Name and Address of Current Registered Agent<br>C T CORPORATION SYSTEM<br>1200 SOUTH PINE ISLAND ROAD<br>PLANTATION FL 33324 |                                                    | 10. Name and Address of New Registered Agent |          |
| 81                                                                                                                              | Name                                               | 85                                           | Zip Code |
| 82                                                                                                                              | Street Address (P.O. Box Number is Not Acceptable) |                                              |          |
| 83                                                                                                                              |                                                    |                                              |          |
| 84                                                                                                                              | City                                               |                                              |          |

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                      | <input type="checkbox"/> DELETE | 1.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | SEE ATTACHED LIST               | 1.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                 | 1.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                 | 1.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE | 2.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       |                                 | 2.2 NAME                                              |                                                                   |
| STREET ADDRESS             |                                 | 2.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                |                                 | 2.4 CITY-ST-ZIP                                       |                                                                   |
| 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 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 \_\_\_\_\_ (407) 239-3000

**Vistana West, Inc. Annual Report****Item 12. Officers and Directors**

|                 |                                         |
|-----------------|-----------------------------------------|
| Title:          | Chairman/Director                       |
| Name:           | Raymond L. Gellein, Jr.                 |
| Street Address: | 8801 Vistana Centre Drive               |
| City-ST-Zip:    | Orlando FL 32821                        |
| Title:          | Vice-Chairman/Director                  |
| Name:           | Jeffrey A. Adler                        |
| Street Address: | 8801 Vistana Centre Drive               |
| City-ST-Zip:    | Orlando FL 32821                        |
| Title:          | Co-President                            |
| Name:           | Donald J. Dubin                         |
| Street Address: | 1701 County Road, Suite J               |
| City-ST-Zip:    | Minden, NV 89423                        |
| Title:          | Co-President                            |
| Name:           | Larry D. Doll                           |
| Street Address: | 101 University Boulevard, Suite 450     |
| City-ST-Zip:    | Denver, CO 80206                        |
| 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                      |
| Name:           | Charles E. Harris                       |
| Street Address: | 8801 Vistana Centre Drive               |
| City-ST-Zip:    | Orlando FL 32821                        |
| Title:          | Sr. Vice President/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:          | Vice President/Chief Accounting Officer |
| Name:           | Mark E. Patten                          |
| Street Address: | 8801 Vistana Centre Drive               |
| City-ST-Zip:    | Orlando FL 32821                        |
| Title:          | Vice President                          |
| Name:           | David E. Bruce                          |
| Street Address: | 2200 North Central Avenue, Suite 600    |
| City-ST-Zip:    | Phoenix, AZ 85004                       |
| Title:          | Treasurer/Asst. Sec.                    |
| Name:           | Ronald R. Sharp                         |
| Street Address: | 1701 County Road, Suite J               |
| City-ST-Zip:    | Minden, NV 89423                        |