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PROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # P98000000708

1. Corporation Name

VISTANA WGV MANAGEMENT, INC.

Principal Place of Business

POST OFFICE BOX 22197
LAKE BUENA VISTA FL 32830-2197

Mailing Address

POST OFFICE BOX 22197
LAKE BUENA VISTA FL 32830-2197

2. Principal Place of Business

21

Suite, Apt. #, etc.

22

City & State

23

Zip

Country

24

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

2a. Mailing Address

26

Suite, Apt. #, etc.

27

City & State

28

Zip

Country

29

30

81. Name Corporation Service Company
82. Street Address (P.O. Box Number is Not Acceptable)
1201 Hays Street
83.
84. City Tallahassee FL 85. Zip Code 32301

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 See attached copy of Statement of Change of Registered Office, filed 1/29/99

Signature, typed or printed name of registered agent and title if applicable to (b)(1) Registered Agent of corporation (b)(2)

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP
	CD GELLEN, RAYMOND L JR	8801 VISTANA CENTRE DR.	ORLANDO FL 32821-6353
	PD ADLER, JEFFREY A	8801 VISTANA CENTRE DR.	ORLANDO FL 32821-6353
	VCCF HARRIS, CHARLES E	8801 VISTANA CENTRE DR.	ORLANDO FL 32821-6353
	EVCA AVRIL, MATTHEW E	8801 VISTANA CENTRE DR.	ORLANDO FL 32821-6353
	SVTA SABIN, JOHN M	8801 VISTANA CENTRE DR.	ORLANDO FL 32821-6353
	SVPS WERTH, SUSAN	8801 VISTANA CENTRE DR.	ORLANDO FL 32821-6353

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP
	VC/CF/T/A HARRIS, CHARLES E	8801 VISTANA CENTRE DRIVE	ORLANDO, FL 32821-6353
	SVP MCKNIGHT, JAMES	8801 VISTANA CENTRE DRIVE	ORLANDO, FL 32821-6353

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****158.75 ****158.75

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(g) 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:

Susan Werth

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Susan Werth, SVPS

2/25/99

(407) 239-3234

Printed Name

CR2E034 (11/98)

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