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Apr 26, 1999 8:00 am
Secretary of State

04-26-1999 90180 046 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # P98000073891

1. Corporation Name
CAPITOL RESORTS EXCHANGE SERVICES, INC.



Principal Place of Business
 27 FLETCHER AVENUE
 SARASOTA FL 34237

Mailing Address
 27 FLETCHER AVENUE
 SARASOTA FL 34237

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

08/21/1998

4. FEI Number

Applied For
 Not Applicable

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.
 26 425-8 S. Starkethury

5. Certificate of Status Desired

\$8.75 Additional Fee Recurred

22 City & State

27 City & State

23 Weare, NH

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

24 Zip Country

28 Zip Country

25 03281 29 Hillsborough 30

8. This corporation owes the current year intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

WALLACK, MICHAEL M ESQ.
 27 FLETCHER AVENUE
 SARASOTA FL 34237

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:

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD HAVEN, JOHN W	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	25550 HAWTHORNE BLVD. #207	1.2 NAME	
STREET ADDRESS	MAUMELLE AR 72113	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOBBS, ELDON L	2.2 NAME	
STREET ADDRESS	5519 E. KINGS AVENUE	2.3 STREET ADDRESS	
CITY-ST-ZIP	SCOTTSDALE AZ 85254	2.4 CITY-ST-ZIP	
TITLE	SVTD	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PRIAKOS, WILLIAM H	3.2 NAME	
STREET ADDRESS	6408 RINGSHILL DRIVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75248	3.4 CITY-ST-ZIP	
TITLE		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		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		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, with all other like empowered

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/25/99

Date

972-447-0704

Daytime Phone #

CR2E034 (11/98)