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Feb 16 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **S41556** (9)
1. Corporation Name
SUNSHINE STATE RESORT HOLDINGS, INC

Principal Place of Business
**2710 BUTLER BAY DR NORTH
WINDERMERE FL 34786
US**

Mailing Address
**215 N EOLA DRIVE
ORLANDO FL 32801**



DO NOT WRITE IN THIS SPACE

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	Zip
24	Country	29	Country
25		30	

3. Date Incorporated or Qualified 03/28/1991	
4. FEI Number 59-3057025	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input 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 owner 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		10. Name and Address of New Registered Agent	
YERGLER, JON C 215 N EOLA DRIVE ORLANDO FL 32801		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	DVP6	1.1 TITLE	DS
NAME	WATANABE, MIYOSHI	1.2 NAME	WATANABE, MIYOSHI
STREET ADDRESS	2710 BUTLER BAY DR., NORTH	1.3 STREET ADDRESS	2710 Butler Bay Drive, North
CITY-ST-ZIP	WINDERMERE FL	1.4 CITY-ST-ZIP	Windermere, FL 34786
TITLE		2.1 TITLE	DP
NAME		2.2 NAME	KITAZAWA, TAKASHI
STREET ADDRESS		2.3 STREET ADDRESS	2710 Butler Bay Drive, North
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Windermere, FL 34786
TITLE		3.1 TITLE	V
NAME		3.2 NAME	OGUMA, HIROSHI
STREET ADDRESS		3.3 STREET ADDRESS	2710 Butler Bay Drive, North
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Windermere, FL 34786
TITLE		4.1 TITLE	T
NAME		4.2 NAME	KATO, SHIGERU
STREET ADDRESS		4.3 STREET ADDRESS	2710 Butler Bay Drive, North
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Windermere, FL 34786
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(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 amendment with an address.

SIGNATURE:

1/14/98 407/876-1112

CR2E034 (10/97)