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

FILED Feb 18 1998 8:00am **PROFIT** FLORIDA DEPARTMENT OF STATE CORPORATION Sandra B. Mortham Secretary of State ANNUAL REPORT Secretary of State DIVISION OF CORPORATIONS 1998 DOCUMENT # \$98549 (6)WILSON RESORT MANAGEMENT CORP. Principal Place of Business Mailing Address 8505 W. IRLO BRONSON MEMORIAL HWY. 8505 W. IRLO BRONSON MEMORIAL HWY. KISSIMMEE FL 34747-8201 KISSIMMEE FL 34747-8201 DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 12/05/1991 2. Principal Place of Business 2s. Mailing Address 4. FEI Number Applied For 59-3095499 21 8505 W Irlo Bronson Mem Hwy 26 8505 W Irlo Bronson Mem Hwy Not Applicable Suite Apt #. etc Suite, Apt #, etc. \$8,75 Additional KX 5. Certificate of Status Desired Fee Required City & State ty & State \$5.00 May Be 6. Election Campaign Financing Kissimmee, FL Kissimmee,FL 28 Trust Fund Contribution Added to Fees Country Country 8. This corporation owes or has paid the current year Intangible 24 34747 29 34747 USA USA 25 Personal Property Tax due June 30. 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent LOWER, BRIAN T 8505 WEST IRLO BRONSON MEMORIAL HIGHWAY 82 Street Address (P.O. Box Number is Not Acceptable) KISSIMMEE FL 34747-8201 63 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 Liorida. 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, typics or protest man each regulered agreet and title if appointable (NOTE: Registered Agent signature required when reinstaling) DATE ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 12. OFFICERS AND DIRECTORS 13. TITLE DELETE 1.1 TITLE X Change SWAN, CHARLES K. III NAME 1.2 NAME Charles K. Swang III and 8505 W. IRLO BRONSON MEMORIAL HWY STREET ADDRESS 1.3 STREET ADDRESS 8505 W Irlo Bronson Mem Hwy KISSIMMEE FL CITY-S1-ZIP 1.4 CITY - ST - 7IP Kissimmee, FL 34747 X DELETE Addition Change TITLE 2.1 TITLE (SEE ATTACHED SHEET) SWAN, CHARLES K NAME 2.2 NAME 8505 W IRLO BRONSON MEM HWY STREET ADORESS 2.3 STREET ADDRESS KISSIMMEE FL CITY-ST-7IP 2. 4 CITY - ST - ZIP DELETE 3.1 TITLE Change Addition TITLE wilson, C. Kemmons, Jr. NAME 3.2 NAME **1629 WINCHESTER** STREET ADDRESS 3.3 STREET ADDRESS **MEMPHIS TN** CITY-ST-ZIP 3 4. CITY - ST - ZIP DELETE 4.1 TITLE Change Addition D/C, Emeritus KEMMONS, WILSON 4. 2 NAME Kemmons Wilson 1629 WINCHESTER STREET ADORESS 4.3 STREET ADDRESS 1629 Winchester Road MEMPHIS TN CITY-ST-ZIP 4.4 CITY-ST-ZIP Memphis, TN 38116 DELETE 5.1 TITLE Change Addition MOORE, BETTY W. NAME 5.2 NAME **1829 WINCHESTER** STREET ADDRESS 5.3 STREET ADDRESS MEMPHIS TN CITY-ST-ZIP 5.4 CITY - ST- ZIP

DELETE

SIGNING OFFICER OR DIRECTOR

61 TITLE

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP 14. Thereby 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 arotificer or director of the corporations in the report is expected 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 infactment with an address.

TITLE

NAME

STREET ADDRESS

SIGNATURE:

CITY-ST-ZIP

WEST, CAROLE W.

1629 WINCHESTER

MEMPHIS TN

CR2E034

Change

Daytime Phone # 0486532

Brian T. Lower 1/23/98 (407) 239-0000

Date

Addition

WILSON RESORT MANAGEMENT CORP. (FEI # 59-3095499)

1629 Winchester Road Memphis, TN 38116

| Kemmons Wilson | D/C, Emeritus |
|------------------------|---------------|
| Spence Wilson | D/C |
| Robert A. Wilson | D/V |
| C. Kemmons Wilson, Jr. | D/V |
| Betty Wilson Moore | D |
| Carole Wilson West | D |
| John H. Pettey | T |
| R.E. Wallin | S |
| Gary McClain | Asst. T |

8505 West Irlo Bronson Memorial Highway Kissimmee, FL 34747

| Charles K. Swan, III | P |
|----------------------|------------|
| Brian T. Lower | V/ Asst. S |
| George Baccash | V |
| Ron Juneman | V |
| Ralph Bailey | V |
| Robert L. Shaw | V |
| Filomena A. Pasqual | Asst. V |