

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

**FILED**  
**Apr 23, 1999 8:00 am**  
**Secretary of State**

04-23-1999 90032 007 \*\*\*150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # F96000003800 *OK*  
 1. Corporation Name  
**SUNTERRA CORPORATION**

Principal Place of Business Mailing Address

DO NOT WRITE IN THIS SPACE  
 3. Date Incorporated or Qualified  
**July 26, 1996**

2. Principal Place of Business 2a. Mailing Address  
**1781 Park Center Drive** *same as 2*  
 Suite, Apt. #, etc. Suite, Apt. #, etc.  
**Orlando, FL**  
 Zip Country Zip Country  
**32835 USA**

4. FEI Number **95-4582157** Applied For Not Applicable  
 5. Certificate of Status Desired  **\$8.75** Additional Fee Required  
 6. Election Campaign Financing Trust Fund Contribution  **\$5.00** May Be Added to Fees  
 8. This corporation owes the current year Intangible Personal Property Tax.  Yes  No

9. Name and Address of Current Registered Agent  
**CT Corporation System**  
**c/o CT Corporation System**  
**1200 South Pine Island Road**  
**Plantation, FL 33324**

10. Name and Address of New Registered Agent  
 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 <input type="checkbox"/> DELETE		1.1 TITLE	President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		1.2 NAME	L. Steven Miller
STREET ADDRESS		1.3 STREET ADDRESS	1781 Park Center Drive
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Orlando, FL 32835
TITLE <input type="checkbox"/> DELETE		2.1 TITLE	Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	Thomas A. Bell
STREET ADDRESS		2.3 STREET ADDRESS	1781 Park Center Drive
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Orlando, FL 32835
TITLE <input type="checkbox"/> DELETE		3.1 TITLE	Treasurer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	Richard Goodman
STREET ADDRESS		3.3 STREET ADDRESS	1781 Park Center Drive
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Orlando, FL 32835
TITLE <input type="checkbox"/> DELETE		4.1 TITLE	Director <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	Osamu Kaneko
STREET ADDRESS		4.3 STREET ADDRESS	5933 West Century Blvd.
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Los Angeles, CA 90045
TITLE <input type="checkbox"/> DELETE		5.1 TITLE	Director <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	Andrew Jody Gessow
STREET ADDRESS		5.3 STREET ADDRESS	2934 Woodside Road
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Woodside, CA 94062
TITLE <input type="checkbox"/> DELETE		6.1 TITLE	Director <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	Steven C. Kenninger
STREET ADDRESS		6.3 STREET ADDRESS	1815 Via El Prado Suite 102
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 607.0503, Florida Statutes, and 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: *Thomas A. Bell, Secy* April 7, 1999 (407) 532-1000  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)