

1. Entity Name
SUNTERRA CORPORATION

FILED

AMENDMENT

00 AUG -4 AM 7:06

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Principal Place of Business PARK CENTER DR ORLANDO FL 32835	Mailing Address 1781 PARK CENTER DR ORLANDO FL 32835-6210 US
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DO NOT WRITE IN THIS SPACE

Principal Place of Business 6177 Lake Ellenor Dr. Suite, Apt. #, etc.	3. Mailing Address 6177 Lake Ellenor Dr. Suite, Apt. #, etc.
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City & State Orlando, FL	City & State Orlando, FL
Zip 32809	Country US

4. FEI Number 95-4582157	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required

6. Name and Address of Current Registered Agent

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

7. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
City
FL Zip Code

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

This corporation is eligible to satisfy its Intangible tax filing requirement and elects to do so. (See criteria on back)

10. Election Campaign Financing Trust Fund Contribution. **\$5.00** May Be Added to Fees

OFFICERS AND DIRECTORS		12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
P MILLER, L STEVEN 1781 PARK CENTER DRIVE ORLANDO FL 32835 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	SEE ATTACHED EXHIBIT "A"
S BELL, THOMAS A 1781 PARK CENTER DRIVE ORLANDO FL 32835 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	6000033840462 -09/06/00--01095--003 ***1347.50 *****61.25
T GOODMAN, RICHARD 1781 PARK CENTER DRIVE ORLANDO FL 32835 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
D KANEKO, OSAMU 5933 WEST CENTURY BLVD LOS ANGELES CA 90045 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
D GESSOW, ANDREW J 2934 WOODSIDE ROAD WOODSIDE CA 94062 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
D KENNINGER, STEVEN C 1815 VIA EL PRADO, SUITE 102 REDONDO BEACH CA 90277 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	

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 report or supplemental 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 11 or Block 12 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Stephen M. Richmond (407) 532-1350

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Daytime Phone #

CR2E034 (9/99)

Schedule of Officers and Directors
Exhibit "A"
Sunterra Corporation

Officers

T. Lincoln Morison,
President and Chief Executive Officer
Stephen M. Richmond,
Executive Vice President, Corporate Affairs and Secretary
Charles C. Frey,
Executive Vice President and President Sunterra USA
Nicholas J. Benson,
President, Sunterra Europe
Genevieve Giannoni,
Senior Vice President, Owner Services
Thomas J. Gispanski,
Senior Vice President and Controller
Thomas A. Bell,
Senior Vice President, Governmental Affairs
Keith J. Brown,
Senior Vice President, Loan Servicing and Treasurer
Robert S. Davis,
Vice President, Acquisitions
Sandra K. Michel,
General Counsel and Assistant Secretary

Directors

Adam Aron
James G. Brocksmith, Jr.
Sanford Climan
J. Taylor Crandall
Joshua Friedman
A. Jody Gessow
Richard Harrington
Osamu Kaneko
Steven K. Kenninger
W. Leo Kiely, III
T. Lincoln Morison

Officers/Directors listed above are located at the Corporate mailing address.