

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

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AND
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1995



95 MAR -1 PM 4:30

DOCUMENT # F92000000255 (1)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VERO BEACH FLORIDA HOTEL CORP.

DO NOT WRITE IN THIS SPACE.

1. Principal Place of Business		2a. Mailing Address	
1025 NORTH FEDERAL HWY. LAKE PARK F -4376		14180 DALLAS PARKWAY DALLAS TX 75240-4376 U	
2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21 c/o Ashford Financial Corp.	26 c/o Ashford Financial Corp.	11/16/1992	03/09/1994
22 14180 Dallas Pkwy., Ste. 700	27 Suite 700	4. FEI Number	Applied For
23 Dallas, TX	28	65-0368127	Not Applicable
24 75240-4376	25 USA	5. Certificate of Status Desired	\$8.75 Additional Fee Required
		<input type="checkbox"/>	\$5.00 May Be Added to Fees
		6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/>
		7. This corporation has liability for intangible tax under S. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

The Prentice-Hall Corporation System, Inc.
1201 Hays Street
Suite 105
Tallahassee, FL 32301

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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 _____ DATE _____

12. OFFICERS AND DIRECTORS

OFFICE	PD
NAME	FISHER, RICHARD L
COMPLETE ADDRESS	299 PARK AVENUE NEW YORK NY 10017
CITY, ST, ZIP	
OFFICE	VSD
NAME	EDELMAN, MARTIN L
COMPLETE ADDRESS	280 PARK AVENUE NEW YORK NY
CITY, ST, ZIP	
OFFICE	VD
NAME	LELAND, MARC
COMPLETE ADDRESS	1001 19TH STREET NORTH ARLINGTON VA 22209
CITY, ST, ZIP	
OFFICE	VD
NAME	BENNETT, MONTY
COMPLETE ADDRESS	14180 DALLAS PARKWAY DALLAS TX
CITY, ST, ZIP	
OFFICE	VT
NAME	KIMICHIK, DAVID
COMPLETE ADDRESS	14180 DALLAS PARKWAY DALLAS TX
CITY, ST, ZIP	
OFFICE	AS
NAME	SLAYTON, JOHN
COMPLETE ADDRESS	1001 19TH STREET NORTH ARLINGTON VA 22209
CITY, ST, ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY, ST, ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY, ST, ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY, ST, ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY, ST, ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY, ST, ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY, ST, ZIP	

14. I hereby certify that the information supplied with this filing is substantially true and correct and that I am qualified to execute this report as required by Chapter 607, Florida Statutes, and that my name appears as Block 12 or Block 13 (if changed), or on an attachment with an address.

SIGNATURE: *David J. Kimichik* David J. Kimichik 2/10/95 214-490-9600