

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

FILED
Apr 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000004159 (6)
 1. Corporation Name
HUMPHREY HOSPITALITY REIT TRUST, INC.



Principal Place of Business 12301 OLD COLUMBIA PIKE SILVER SPRING MD 20904	Mailing Address 12301 OLD COLUMBIA PIKE SILVER SPRING MD 20904
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/07/1997	
21	22	26	27	4. FEI Number APPLIED FOR 52-6891397	Applied For Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State		City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
23	24	28	29	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Zip	Country	Zip	Country		
25	29	30			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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 _____ (NOT Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HUMPHREY, JAMES I JR	1.2 NAME	
STREET ADDRESS	12301 OLD COLUMBIA PIKE, SUITE 300	1.3 STREET ADDRESS	
CITY-ST-ZIP	SILVER SPRING MD 20904	1.4 CITY-ST-ZIP	
TITLE	VTD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILLS, CHARLES A III	2.2 NAME	
STREET ADDRESS	12301 OLD COLUMBIA PIKE, SUITE 300	2.3 STREET ADDRESS	
CITY-ST-ZIP	SILVER SPRING MD 20904	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MAYER, ANDREW A MD	3.2 NAME	
STREET ADDRESS	12301 OLD COLUMBIA PIKE, SUITE 300	3.3 STREET ADDRESS	
CITY-ST-ZIP	SILVER SPRING MD 20904	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBINSON, LEAH T	4.2 NAME	
STREET ADDRESS	12301 OLD COLUMBIA PIKE, SUITE 300	4.3 STREET ADDRESS	
CITY-ST-ZIP	SILVER SPRING MD 20904	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WHITTEMORE, GEORGE R	5.2 NAME	
STREET ADDRESS	12301 OLD COLUMBIA PIKE, SUITE 300	5.3 STREET ADDRESS	
CITY-ST-ZIP	SILVER SPRING MD 20904	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALLEN, MARGARET	6.2 NAME	
STREET ADDRESS	12301 OLD COLUMBIA PIKE, SUITE 300	6.3 STREET ADDRESS	
CITY-ST-ZIP	SILVER SPRING MD 20904	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 attachment with an address.

SIGNATURE: *[Signature]* **4/15/98**

CR2E034 (10/97)