

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

**FILED**  
**Feb 18 1997 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 679567 (8)**

1. Corporation Name  
**UPTON INNS, INC.**



Principal Place of Business <b>400 S. ATLANTIC AVE.                  SUITE 101                  ORMOND BEACH FL 32176</b>	Mailing Address <b>400 S. ATLANTIC AVE.                  SUITE 101                  ORMOND BEACH FL 32176-7142</b>
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3. Date Incorporated or Qualified <b>07/20/1980</b>		3a. Date of Last Report <b>03/19/1996</b>	
2. Principal Place of Business		4. FEI Number <b>59-2005699</b>	
21. Suite, Apt #, etc		Applied For Not Applicable	
22. City & State		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
23. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
24. Country		8. 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				10. Name and Address of New Registered Agent			
<b>UPTON, HUGH D.                  400 S. ATLANTIC AVE.                  SUITE 101                  ORMOND BEACH FL 32176</b>				B1 Name			
				B2 Street Address (P.O. Box Number is Not Acceptable)			
				B3			
				B4 City <b>FL</b> B5 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: \_\_\_\_\_ DATE: \_\_\_\_\_  
Signature: typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when re-stating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD UPTON, HUGH D 2712 S PENINSULA DRIVE DAYTONA BEACH FL	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	SD UPTON, ROSEMARY J 2712 S PENINSULA DRIVE DAYTONA BEACH, FL 00000	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		6.4 CITY - ST - ZIP	

14. I do 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:  DATE: **2-14-97**

CR2E034 (9/96)