

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

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Apr 29 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 814491 (7)**  
 1. Corporation Name  
**HOLIDAY INNS, INC.**



Principal Place of Business <b>THREE RAVINIA DRIVE #2800</b> <b>C/O CORPORATE TAX</b> <b>ATLANTA GA 30346-9149</b> <b>US</b>	Mailing Address <b>THREE RAVINIA DRIVE #2800</b> <b>C/O CORPORATE TAX</b> <b>ATLANTA GA 30346-2143</b> <b>US</b>
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3. Date Incorporated or Qualified <b>06/16/1980</b>	3a. Date of Last Report <b>05/01/1996</b>
4. FEI Number <b>62-0524913</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <b>WE HAVE FILED.</b>	

2. Principal Place of Business <b>THREE RAVINIA DR, STE 2900</b> Suite, Apt. #, etc. <b>C/O CORPORATE TAX</b> City & State <b>ATLANTA GA</b> Zip <b>30346-2149</b>	2a. Mailing Address <b>THREE RAVINIA DR, STE 2900</b> Suite, Apt. #, etc. <b>C/O CORPORATE TAX</b> City & State <b>ATLANTA GA</b> Zip <b>30346-2149</b>
Country <b>US</b>	Country <b>US</b>

9. Name and Address of Current Registered Agent  
**CT CORPORATION SYSTEM**  
**1200 S. 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	<b>FL</b>
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	
TITLE <b>PCEO</b>	<input checked="" type="checkbox"/> DELETE
NAME <b>LANE, TIMOTHY M.</b>	
STREET ADDRESS <b>THREE RAVINIA DR #2000</b>	
CITY- ST- ZIP <b>ATLANTA GA</b>	
TITLE <b>VCFD</b>	<input checked="" type="checkbox"/> DELETE
NAME <b>STALEY, GRAHAM D</b>	
STREET ADDRESS <b>THREE RAVINIA DR #2000</b>	
CITY- ST- ZIP <b>ATLANTA GA 30346-2149</b>	
TITLE <b>TVP</b>	<input checked="" type="checkbox"/> DELETE
NAME <b>SINYARD, DAVID B.</b>	
STREET ADDRESS <b>THREE RAVININ DRIVE, SUITE 2000</b>	
CITY- ST- ZIP <b>ATLANTA GA 30346-2149</b>	
TITLE <b>VP</b>	<input type="checkbox"/> DELETE
NAME <b>GOODSON, MICHAEL LEE</b>	
STREET ADDRESS <b>THREE RAVINIA DR #2000</b>	
CITY- ST- ZIP <b>ATLANTA GA</b>	
TITLE <b>SVPD</b>	<input type="checkbox"/> DELETE
NAME <b>HILL, ROBERT D.</b>	
STREET ADDRESS <b>THREE RAVINIA DRIVE, SUITE 2000</b>	
CITY- ST- ZIP <b>ATLANTA GA 30346-2149</b>	
TITLE <b>SVPD</b>	<input type="checkbox"/> DELETE
NAME <b>RUMKE, MICHAEL F</b>	
STREET ADDRESS <b>THREE RAVINIA DR #2000</b>	
CITY- ST- ZIP <b>ATLANTA GA 30346-2149</b>	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE <b>D/CEO/P</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME <b>OLIVER, THOMAS R.</b>	
1.3 STREET ADDRESS <b>THREE RAVINIA DR, STE 2900</b>	
1.4 CITY- ST- ZIP <b>ATLANTA GA 30346-2149</b>	
2.1 TITLE <b>DIV/CFD</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME <b>REAVLEY, MARTIN J.</b>	
2.3 STREET ADDRESS <b>THREE RAVINIA DR, STE 2900</b>	
2.4 CITY- ST- ZIP <b>ATLANTA GA 30346-2149</b>	
3.1 TITLE <b>V/D</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME <b>SWEETWOOD, JOHN T.</b>	
3.3 STREET ADDRESS <b>THREE RAVINIA DR, STE 2900</b>	
3.4 CITY- ST- ZIP <b>ATLANTA GA 30346-2149</b>	
4.1 TITLE <b>VP/IT</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME <b>GOODSON, MICHAEL L.</b>	
4.3 STREET ADDRESS <b>THREE RAVINIA DR, STE 2900</b>	
4.4 CITY- ST- ZIP <b>ATLANTA GA 30346-2149</b>	
5.1 TITLE <b>SVP/D</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME <b>HILL, ROBERT D.</b>	
5.3 STREET ADDRESS <b>THREE RAVINIA DR, STE 2900</b>	
5.4 CITY- ST- ZIP <b>ATLANTA GA 30346-2149</b>	
6.1 TITLE <b>SVPD</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME <b>RUMKE, MICHAEL J.</b>	
6.3 STREET ADDRESS <b>THREE RAVINIA DR, STE 2900</b>	
6.4 CITY- ST- ZIP <b>ATLANTA GA 30346-2149</b>	

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 in an attachment with an address.

SIGNATURE: Michael L. Goodson **MICHAEL L. GOODSON** 4/14/97 (770) 604-2000  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

04/07/1997

Directors and Officers  
Holiday Inns, Inc.

DIRECTORS:

Thomas R Oliver	Director
Craig H Hunt	Director
Robert D Hill	Director
Martin J Reavley	Director
Michael J Rumke	Director
John T Sweetwood	Director

OFFICERS:

Thomas R Oliver	Chairman
	Chief Executive Officer
	President
Craig H Hunt	President - Americas Franchise Division
Robert D Hill	Executive Vice President, General Counsel and Secretary
Martin J Reavley	Executive Vice President and Chief Financial Officer
Michael J Rumke	Executive Vice President, Human Resources
John T Sweetwood	Executive Vice President and Chief Marketing Officer
Morton H Aronson	Vice President and General Counsel - Franchise
	Assistant Secretary
Doug Artusio	Regional Vice President, Franchise Sales - West Region
Peter Babbini	Vice President - Crowne Plaza Sales
Chris J Ballad	Controller
	Vice President
Edward E Barker	Vice President, Food & Beverage
Judy D Bloodworth	Vice President, Franchise Administration & Licensing
	Assistant Secretary
Angela I Brav	Vice President, Franchise Services
Thomas H Brettschneider	Vice President, Real Estate
John Chandler	Vice President - Marketing, Holiday Inn Hotels
Catherine C Cooper	Vice President - Crowne Plaza Sales and Sales Development
Michael Corr	Senior Vice President - Crowne Plaza Marketing, Sales and Quality
Laura Donachy	Senior Vice President - Worldwide Sales and Reservations
J Max Gayler	Vice President, Franchise Relations and System Quality
Michael L Goodson	Treasurer
	Vice President, Tax & Treasury
Vicki Gordon	Vice President, Electronic Entertainment
Paul Halstead	Vice President - Application Development

Tim S Hamid	Vice President - Key Account Sales
John R Hathorn	Senior Vice President - Strategic Alliances and Procurement
Robert J Huffman	Vice President - Special Markets
Lewis Jones	Vice President, Advanced Strategy and Global Integration
James L Kacena	Assistant Secretary
	Vice President and General Counsel - CMH
Brown Kessler	Vice President, Franchise Sales
Reas Kondraschow	Senior Vice President - Franchise Services
Christopher P Kornmayer	Vice President - Crowne Plaza Quality
Robert C Massey	Vice President - Crowne Plaza Development
Donald R Meyer	Vice President, Strategic Management - Americas
Kent Murphy	Assistant Secretary
Richard F Nolan	Vice President - Conference Sales
David Peach	Vice President, Re-Engineering
Elaine R. Pope	Assistant Secretary
James D Rosenberg	Senior Vice President - Crowne Plaza Development
Roland Schick	Regional Vice President, Franchise Sales - East Region
Thomas Seddon	Vice President - Market Research and Product Development
Debra S Semans	Vice President - Strategic and New Product Development
William J Shea	Vice President, Asset Management
John Shingler	Vice President, Worldwide Conferences and Community Relations
Michael Silberstein	Vice President - Crowne Plaza Americas Operations
F Andrew Simpson	Assistant Treasurer
Craig D Smith	Vice President - Worldwide Public Relations & Communications
Steven W Smith	Assistant Secretary
Kate Stillman	Assistant Secretary
Moirra Thornett	Vice President, Systems Operation and Network Engineering
Jenny Tidwell	Assistant Secretary
Richard A Trickett	Vice President, Worldwide Organization, Design and Remuneration
Frederick J Warner	Vice President, IT Business Relations
Howard J Willis	Vice President/Managing Director, Mexico/Latin America