

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

FILED
Apr 20 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 823402 (3)
1. Corporation Name
HARLEY HOTELS, INC.



Principal Place of Business
17000 BAGLEY RD
P.O. BOX 818020
CLEVELAND OH 44181-8020

Mailing Address
17000 BAGLEY RD
P.O. BOX 818020
CLEVELAND OH 44181-8020

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		10/15/1969	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		34-0929242	
24 Country		29 Country		Applied For	
				Not Applicable	
				5. Certificate of Status Desired	
				<input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing	
				<input type="checkbox"/> \$5.00 May Be Added to Fees	
				7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	
				<input type="checkbox"/> Yes <input type="checkbox"/> No	

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	85 Zip Code
FL	

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VD	1.1 TITLE	D
NAME	ACQUADRO, RAYMOND H	1.2 NAME	Abe WOLF
STREET ADDRESS	80 E. 42ND STREET	1.3 STREET ADDRESS	230 PARK AVE.
CITY-ST-ZIP	NEW YORK NY	1.4 CITY-ST-ZIP	NEW YORK, N.Y. 10169
TITLE	S	2.1 TITLE	
NAME	HESELBIRG, DONALD W.	2.2 NAME	
STREET ADDRESS	80 E. 42ND STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	2.4 CITY-ST-ZIP	
TITLE	AT	3.1 TITLE	T
NAME	ALLEN, RICHARD	3.2 NAME	ABRAHAM WOLF
STREET ADDRESS	80 E 42ND ST	3.3 STREET ADDRESS	230 PARK AVE.
CITY-ST-ZIP	NEW YORK NY	3.4 CITY-ST-ZIP	NEW YORK, N.Y. 10169
TITLE		4.1 TITLE	V
NAME		4.2 NAME	ABRAHAM WOLF
STREET ADDRESS		4.3 STREET ADDRESS	230 PARK AVE.
CITY-ST-ZIP		4.4 CITY-ST-ZIP	NEW YORK, N.Y. 10169
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: *Harley Hotels, Inc.*

4-8-98

CR2E034 (10/97)