FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND $500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT

1998

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

FILED
97 DEC 15 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT # B94000000155

RFS PARTNERSHIP, LIMITED PARTNERSHIP

Mailing Address	Principal Office Address
889 RIDGE LAKE. #100 MEMPHIS TN 38120	889 RIDGE LAKE. #100 MEMPHIS TN 38120

3. Date Formed or Registered: 04/22/1994

3a. Date of Last Report: 12/23/1996

4. State or Country of Formation: TN

5a. Capital Contributions as Shown on record: $0.00

5b. Amount of Capital Contributions in FLORIDA to date: $0.00

2. Mailing Address	**2a.** Principal Office Address
850 Ridge Lake	850 Ridge Lake
Suite, Apt. #, etc.: 220	Suite, Apt. #, etc.: #220
City & State: Mphs, TN	City & State: Mphs TN
Zip: 38111 Country: USA	Zip: 38120 Country: USA

6. FEI Number: 62-1541639 ☐ Applied For ☐ Not Applicable

7. Certificate of Status Desired ☐ **$8.75** Additional Fee Required

8. Make check payable to: Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number Is Not Acceptable)

Suite, Apt. #, etc.

City

200002375352--6
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10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	**11a.** Address of Each General Partner (Do NOT Use Post Office Box Numbers)	**11b.** City, State & Zip Code	**11c.** Registration/ Document Number
RFS HOTEL INVESTORS, INC.	889 RIDGE LAKE BLVD.,	MEMPHIS TN 38120	F94000002100

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath; I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE _____ DATE 12-8-97

Typed or Printed Name of General Partner Signing Form: Michael J. Pascal, CFO/Secy/Treas Daytime Telephone Number: 9017677005

CR2E003 (6/97)