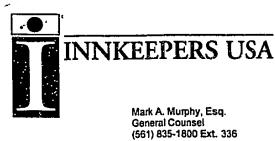
IN KLEPO ZOLO ROYAL F TALLA: F City/State/Zip	of's Name	0000022710008 -08/08/9701135009 Office Use Only 70.00 *****35.00
1. (Corporatio		cument #)
2. (Corporation 3. (Corporatio		sument #)
4. (Corporatio		cument #)
	ill wait Photocopy	Certified Copy Certificate of Status
NEW FILINGS	AMENDMENTS	HASS
Profit	Amendment	
NonProfit	Resignation of R.A., Officer/ Direct	E.FLORIU
Limited Liability	Change of Registered Agent	RATE
Domestication	Dissolution/Withdrawal	
Other	Merger	
OTHER FILINGS Annual Report	REGISTRATION/	
Fictitious Name	Foreign	
Name Reservation	Limited Partnership	KI Shi
THE PARTY OF THE P	Reinstatement	~ NOU/2
	Trademark	
	Other	1,

Examiner's Initials



August 29, 1997

Florida Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: Innkeepers Financing Partnership III, L.P.

Dear Sir or Madam:

I am enclosing the <u>original</u> completed and signed *Limited Partnership Statement of Change of Registered Office or Registered Agent, or Both* in accordance with your letter dated August 19, 1997 (copy attached).

Should you have any questions, please feel free to contact me.

Very truly yours,

Mark A. Murphy

MAM/wg Enclosures

f:\data\user\wanda\corres\fladept.iii



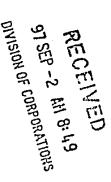
FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 19, 1997

MARK A. MURPHY INNKEEPERS USA 306 ROYAL POINCIANA WAY PALM BEACH, FL 33480

SUBJECT: INNKEEPERS FINANCING PARTNERSHIP III, L.P.

Ref. Number: B9700000114



We have received your document for INNKEEPERS FINANCING PARTNERSHIP III, L.P. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A LIMITED PARTNERSHIP HAS A SPECIFIC FORM FOR A CHANGE OF REGISTERED AGENT.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson Corporate Specialist

Letter Number: 797A00041921

LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

partnership organized under the laws of the state of Virginia	, submits the
following statement in order to change its registered office or registered agent, or b	oth, in the state of
Florida.	
1. Innkeepers Financing Partnership III, L.P. Name of the limited partnership	
14min of the minute parties and	
2. February 26, 1997 3. B97000000114	
Date of filing/registration in Florida Documen	t number assigned
4. The name and address of the present registered agent and office:	
CT Corporation System	
1200 South Pine Island Road	_
Plantation, Florida 33324	14 91 SE 91
5. The name and street address of the successor registered agent and office: (P.O. acceptable)	Boxanot
Mark A. Murphy	SSEE OF ALL PROPERTY OF ALL PR
306 Royal Poinciana Way	Pro = =
Palm Beach, Florida 33480	ORIGINATE OF THE PROPERTY OF T
Such change was authorized by the general partners. Inducers Francist Corputation III	P
By: Wan Muschy, Vice President 7/23/97 Signature of General Partner Date	
Signature of General Partner Date	
Having been named as registered agent and to accept service of process for the ab partnership at the place designated in this certificate, I hereby accept the appoint agent and agree to act in this capacity. I further agree to comply with the provisi relative to the proper and complete performance of my duties, and I am familiar w obligation of my position as registered agent.	nent as revistered
Mark Muzely 7/23/97	
Registered Agent signature Date	

Filing Fee: \$35.00