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Mar 03 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # F93000005602 (8)

1. Corporation Name

HOTEL PARTNERS, INC.



Principal Place of Business

400 N. MICHIGAN AVE.
SUITE 1510
CHICAGO IL 60611

Mailing Address

400 N. MICHIGAN AVE.
SUITE 1510
CHICAGO IL 60611-4103

3. Date Incorporated or Qualified

12/09/1993

3a. Date of Last Report

03/27/1996

2. Principal Place of Business

2a. Mailing Address

21 400 N. Michigan Ave. 26 400 N. Michigan Ave.
Suite, Apt. #, etc. Suite, Apt. #, etc.

22 Suite 800 27 Suite 800
City & State City & State

23 Chicago, IL 28 Chicago, IL
Zip Country Zip Country

24 60611 25 USA 29 60611 30 USA

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

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

Signature of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
DST	GUDENAU, WILLIAM	400 N. MICHIGAN AVE., #1510	CHICAGO IL 60611	<input type="checkbox"/>
PD	JONES, PAUL	400 N. MICHIGAN AVE., #1510	CHICAGO IL 60611	<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>
				<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	Change	Addition
D/T/C	Gudenau, William J.	400 N. Michigan Ave., #800	Chicago, IL 60601	<input checked="" type="checkbox"/>	<input type="checkbox"/>
D/V/S	Russell Urban	1401 Dove St., #500	Newport Beach, CA 92660	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Asst. Secr.	Guy E. Snyder	222 N. LaSalle St., #2600	Chicago, IL 60601	<input type="checkbox"/>	<input checked="" type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>
				<input type="checkbox"/>	<input type="checkbox"/>

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:

William J. Gudenau
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/17/97

(312) 461-0316

CR2E034 (9/96)