


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

FILED

May 16 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 # F95000002539 (3)					
1. Corporation Name USW LODGING, INC.					
Principal Place of Business 7800 EAST ORCHARD ROAD #400 ENGLEWOOD CO 80111			Mailing Address 7800 EAST ORCHARD ROAD #400- ENGLEWOOD CO 80111-2533		
2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/24/1995	
21. Suite, Apt. #, etc. #390		26. Suite, Apt. #, etc. #390		3a. Date of Last Report 07/23/1996	
22. City & State		27. City & State		4. FEI Number APPLIED FOR 84-1308490	
23. Zip		28. Zip		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
24. Country		29. Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
25. Country		30. Country		7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
8. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH 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 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: _____ (NOTE: Registered Agent signature required when reinstating)					
12. see attached also OFFICERS AND DIRECTORS					
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
TITLE		NAME		1.1 TITLE <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS		STREET ADDRESS		1.2 NAME	
CITY-ST-ZIP		CITY-ST-ZIP		1.3 STREET ADDRESS	
CITY-ST-ZIP		CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE		NAME		2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS		STREET ADDRESS		2.2 NAME	
CITY-ST-ZIP		CITY-ST-ZIP		2.3 STREET ADDRESS	
CITY-ST-ZIP		CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		NAME		3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS		STREET ADDRESS		3.2 NAME	
CITY-ST-ZIP		CITY-ST-ZIP		3.3 STREET ADDRESS	
CITY-ST-ZIP		CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		NAME		4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS		STREET ADDRESS		4.2 NAME	
CITY-ST-ZIP		CITY-ST-ZIP		4.3 STREET ADDRESS	
CITY-ST-ZIP		CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		NAME		5.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
STREET ADDRESS		STREET ADDRESS		5.2 NAME	
CITY-ST-ZIP		CITY-ST-ZIP		5.3 STREET ADDRESS	
CITY-ST-ZIP		CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		NAME		6.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
STREET ADDRESS		STREET ADDRESS		6.2 NAME	
CITY-ST-ZIP		CITY-ST-ZIP		6.3 STREET ADDRESS	
CITY-ST-ZIP		CITY-ST-ZIP		6.4 CITY-ST-ZIP	
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: <i>Glenda M. Hajar</i>		Glenda M. Hajar		April 30, 1997	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR				Date	
				Daytime Phone #	



CR2E034 (9/96)

04/22/1997

Directors and Officers
USW Lodging, Inc.

DIRECTORS:

Christopher J. Marsico Director
Primary : 6200 South Quebec
Address : Suite 350
 Englewood, Colorado 80111

Richard A. Post Director
Primary : 7800 East Orchard Road
Address : Suite 200
 Englewood, Colorado 80111

OFFICERS:

Richard A. Post President
Primary : 7800 East Orchard Road
Address : Suite 200
 Englewood, Colorado 80111

Steven R. Carlson Treasurer
Primary : 6200 South Quebec Street
Address : Suite 350
 Englewood, Colorado 80111

B. Donnell Heistand Vice President
Primary : 6200 South Quebec Street
Address : Suite 350
 Englewood, Colorado 80111-2526

Stewart A. Loewenstein Vice President
Primary : 6200 South Quebec Street
Address : Suite 350
 Englewood, Colorado 80111

Christopher J. Marsico Vice President
Primary : 6200 South Quebec
Address : Suite 350
 Englewood, Colorado 80111

Frank M. Eichler Secretary
Primary : 7800 East Orchard Road
Address : Suite 200
 Englewood, Colorado 80111

Glenda M. Hajar Assistant Secretary

Primary : 7800 East Orchard Road
Address : Suite 390
Englewood, Colorado 80111