

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

**FILED**  
**Apr 27 1998 8:00am**  
**Secretary of State**

<b>PROFIT CORPORATION ANNUAL REPORT 1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F95000002719 (1)**  
 1. Corporation Name  
**ARIZONA DOUBLETREE CORPORATION**



Principal Place of Business <b>410 NORTH 44TH STREET STE. 700 PHOENIX AZ 85008</b>	Mailing Address <b>410 NORTH 44TH STREET STE. 700 PHOENIX AZ 85008</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 <b>755 Crossover Lane</b> Suite, Apt. #, etc.	2a. Mailing Address 26 <b>755 Crossover Lane</b> Suite, Apt. #, etc.
22 City & State 23 <b>Memphis, TN</b>	27 City & State 28 <b>Memphis, TN</b>
24 Zip <b>38117-4900</b>	25 Country <b>Shelby</b>
29 Zip <b>38117-4900</b>	30 Country <b>Shelby</b>

3. Date Incorporated or Qualified <b>06/06/1995</b>	
4. FEI Number <b>86-0762415</b>	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. 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	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) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	<b>CEO</b>	<input type="checkbox"/> DELETE
NAME	<b>FERRIS, RICHARD J</b>	
STREET ADDRESS	<b>410 NORTH 44TH STREET, STE. 700 X</b>	
CITY-ST-ZIP	<b>PHOENIX AZ 85008</b>	
TITLE	<b>CEO</b>	<input type="checkbox"/> DELETE
NAME	<b>UEBERROTH, PETER V</b>	
STREET ADDRESS	<b>410 NORTH 44TH STREET, STE. 700 X</b>	
CITY-ST-ZIP	<b>PHOENIX AZ 85008</b>	
TITLE	<b>VCFD</b>	<input type="checkbox"/> DELETE
NAME	<b>PEROCCHI, WILLIAM L</b>	
STREET ADDRESS	<b>410 NORTH 44TH STREET, STE. 700</b>	
CITY-ST-ZIP	<b>PHOENIX AZ 85008</b>	
TITLE	<b>V/S</b>	<input type="checkbox"/> DELETE
NAME	<b>STIVERS, DAVID L</b>	
STREET ADDRESS	<b>410 NORTH 44TH STREET, STE. 700 X</b>	
CITY-ST-ZIP	<b>PHOENIX AZ 85008</b>	
TITLE	<b>D</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>FATT, WILLIAM R</b>	
STREET ADDRESS	<b>410 NORTH 44TH STREET, STE. 700</b>	
CITY-ST-ZIP	<b>PHOENIX AZ 85008</b>	
TITLE	<b>D</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>FREY, DALE F</b>	
STREET ADDRESS	<b>410 NORTH 44TH STREET, STE. 700</b>	
CITY-ST-ZIP	<b>PHOENIX AZ 85008</b>	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	<b>755 Crossover Lane</b>
1.4 CITY-ST-ZIP	<b>Memphis, TN 38117-4900</b>
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	<b>755 Crossover Lane</b>
2.4 CITY-ST-ZIP	<b>Memphis, TN 38117-4900</b>
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	<b>755 Crossover Lane</b>
3.4 CITY-ST-ZIP	<b>Memphis, TN 38117-4900</b>
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	<b>755 Crossover Lane</b>
4.4 CITY-ST-ZIP	<b>Memphis, TN 38117-4900</b>
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	<b>Richard M. Kelleher</b>
5.3 STREET ADDRESS	<b>755 Crossover Lane</b>
5.4 CITY-ST-ZIP	<b>Memphis, TN 38117-4900</b>
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	<b>Raymond S. Schultz</b>
6.3 STREET ADDRESS	<b>755 Crossover Lane</b>
6.4 CITY-ST-ZIP	<b>Memphis, TN 38117</b>

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: *David L. Stivers* **David L. Stivers** April 2, 1998 (602)220-6666

CR2E034 (10/97)