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Jun 10, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000002719

1. Corporation Name
ARIZONA DOUBLETREE CORPORATION



Principal Place of Business 755 CROSSOVER LNAE MEMPHIS TN 38117 US	Mailing Address 755 CROSSOVER LN MEMPHIS TN 38117 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/06/1995	
21		26		4. FEI Number 86-0762415	Applied For <input type="checkbox"/> Not Applicable
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
City & State		City & State		8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
23		28			
Zip	Country	Zip	Country		
24	25	29	30		

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

FL

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, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	CH/D	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	PCBOD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	FERRIS, RICHARD J		1.2 NAME	Norman P. Blake, Jr.	
STREET ADDRESS	755 CROSSOVER LN		1.3 STREET ADDRESS	755 Crossover Lane	
CITY-ST-ZIP	MEMPHIS TN 38117		1.4 CITY-ST-ZIP	Memphis, TN 38117	
TITLE	CH/D	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	PD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	UEBERROTH, PETER V		2.2 NAME	Thomas L. Keltner	
STREET ADDRESS	755 CROSSOVER LN		2.3 STREET ADDRESS	755 Crossover Lane	
CITY-ST-ZIP	MEMPHIS TN 38117		2.4 CITY-ST-ZIP	Memphis, TN 38117	
TITLE	VCFO	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	VCFO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	PEROCCHI, WILLIAM L		3.2 NAME	Dan L. Hale	
STREET ADDRESS	755 CROSSOVER LN		3.3 STREET ADDRESS	755 Crossover Lane	
CITY-ST-ZIP	MEMPHIS TN 38117		3.4 CITY-ST-ZIP	Memphis, TN 38117	
TITLE	V/S	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	VS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	STIVERS, DAVID L		4.2 NAME	J. Kendall Huber	
STREET ADDRESS	755 CROSSOVER LN		4.3 STREET ADDRESS	755 Crossover Lane	
CITY-ST-ZIP	MEMPHIS TN 38117		4.4 CITY-ST-ZIP	Memphis, TN 38117	
TITLE	PD	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	VAS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KELLEHER, RICHARD M		5.2 NAME	W. Steven Standefer	
STREET ADDRESS	755 CROSSOVER LN		5.3 STREET ADDRESS	755 Crossover Lane	
CITY-ST-ZIP	MEMPHIS TN 38117		5.4 CITY-ST-ZIP	Memphis, TN 38117	
TITLE	D	<input checked="" type="checkbox"/> DELETE	6.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SCHULTZ, RAYMOND		6.2 NAME	Stevan D. Porter	
STREET ADDRESS	755 CROSSOVER LN		6.3 STREET ADDRESS	755 Crossover Lane	
CITY-ST-ZIP	MEMPHIS TN 38117		6.4 CITY-ST-ZIP	Memphis, TN 38117	

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, with all other like empowered.

SIGNATURE: 
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/21/99
Date

901-374-5000
Daytime Phone #

CR2E034 (11/98)

ARIZONA DOUBLETREE CORPORATION
FEDERAL ID #: 86-0762415

573624-90016-19
F95000002719

BUSINESS ADDRESS: 755 Crossover Lane
Memphis, Tennessee 38117

OFFICERS

Corporate Executive Officers

Norman P. Blake, Jr.	Chairman of the Board	Chief Executive Officer, President and DIRECTOR
Thomas L. Keltner	President and DIRECTOR	Brand Performance and Development Group
Dan L. Hale	Executive Vice President	Chief Financial Officer
James T. Harvey	Executive Vice President	Chief Information Officer
J. Kendall Huber	Executive Vice President	General Counsel and Secretary
Stevan D. Porter	Executive Vice President	Operations
M. Ann Rhoades	Executive Vice President	Team Services
Thomas W. Storey	Executive Vice President	Corporate Strategic Planning and Venture Operations

Other Corporate Officers

Philip K. Cordell	Senior Vice President	Brand Manager - Hampton Inn and Hampton Inn & Suites
Cynthia Davis	Senior Vice President	Brand Manager - Doubletree Hotels
Robert S. Davis	Senior Vice President	Resort Management - Promus Vacation Resorts
Jack P. Ferguson	Senior Vice President	Sales
M. Ronald Halpern	Senior Vice President	Deputy General Counsel and Assistant Secretary
William S. Harrison	Senior Vice President	Treasurer/Mergers & Acquisitions
Gregory A. Malark	Senior Vice President	Advertising and Shared Services
Stephen D. Pletcher	Senior Vice President	Purchasing and Refurbishment Services
Thomas P. Powell	Senior Vice President	Franchise Development
Robert J. Provost	Senior Vice President	Hotel Financial Operations
David A. Sherf	Senior Vice President	Managed Development
David L. Stivers	Senior Vice President	Doubletree University Hotels and Conference Centers
Raymond Terry, III	Senior Vice President	RFS, Inc.
Richard L. Trueblood	Senior Vice President	Corporate Controller
Darryl J. Arbor	Vice President	Internal Audit
Lorna E. Brown-Ray	Vice President	Distribution & Revenue Management
James R. Dina	Vice President	Transitions
H. Nadine Greenwood	Vice President	Associate General Counsel and Assistant Secretary
James Hartigan	Vice President	Quality Assurance
Diane M. Heyman	Vice President	Team Services
James E. Holthouser	Vice President	Brand Integration & Planning
Kelly R. Jenkins	Vice President	Compensation and Benefits and HRIS
Vicki G. Joyner	Vice President	Hotel Information Systems
Paul R. Keeler	Vice President	Food and Beverage Concepts
Kevin W. Kern	Vice President	Associate General Counsel and Assistant Secretary
Peter H. Kesser	Vice President	Associate General Counsel and Assistant Secretary
John Lavin	Vice President	National Sales
Chris Lawler	Vice President	Reservations
Robert A. Lulloff	Vice President	Design and Construction
Michael A. McConnell	Vice President	Consumer Systems and Support
Douglas McCorkle	Vice President	Brand Manager - Homewood Suites
David L. Motta	Vice President	Market Analysis and Development Information
Paul Ryan	Vice President	Food and Beverage Operations
Scott D. Schrank	Vice President	Learning and Development Team Services
Frederick G. Schultz	Vice President	Limited Service Operations
W. Steven Standefer	Vice President	Taxes - Assistant Secretary
Gregg A. Swearingen	Vice President	Investor Relations
David Walters	Vice President	Conversions/Capital Projects

Division Officers

Marybelle B. Arnett	Vice President	Franchise Development - Eastern Region
Thomas J. Butters	Vice President	Feasibility
Vincent C. Ciaramitaro	Vice President	Facilities
Warren Q. Fields	Vice President	Development - Club Hotels by Doubletree
Mitch Frankel	Vice President	Marketing - Promus Vacation Resorts
John S. Hamilton	Vice President	Managed Development - East
John (Jack) Kealey	Vice President	Marketing - Conference Centers
David Lutz	Vice President	Centralized Accounting - Cincinnati
R. Bryan Mulroy, Jr.	Vice President	Centralized Accounting - Memphis
Thomas P. Murray	Vice President	Managed Development
Ronald Muzii	Vice President	Development - Promus - Vacation Resorts
Christopher J. Pfohl	Vice President	Managed Development - West
Patrick Pidkowicz	Vice President	Franchise Development Western Region/ Latin America
Pat Renken	Vice President	Sales and Marketing - Conference Centers
Ginger A. Schuette	Vice President	Franchise Development - Central Region
Mearl Purvis-Smart	Vice President	Community Relations
Jeffery G. Anderson	Vice President	Managing Director - Georgia/South Carolina/ Florida
John E. Anderson	Vice President	Managing Director - Tampa/Oriando/Puerto Rico
Dave S. Costain	Vice President	Managing Director - California - North
David T. Ditto	Vice President	Central Region
James J. Flynn, III	Vice President	Managing Director - Boston Harbor Hotel/ University Hotels
Benjamin P. Fusco	Vice President	Managing Director - Mid-Atlantic
Gerald T. Gleason	Vice President	Managing Director - Arizona
J. David Greydanus	Vice President	Northeast Region
Alexi S. Hakim	Vice President	Southern California/Arizona Region
Brad Hutton	Vice President	Pacific Northwest Region
Lloyd Kirsch	Vice President	Managing Director - Los Angeles-West
Ahmed Mahrous	Vice President	Managing Director - San Diego
Joseph Palmieri	Vice President	Southwest Region
Si Sloman	Vice President	Northern California/Mountain Region
Emmett Steed	Vice President	Managing Director - California - South
Roger Swadish	Vice President	Managing Director - Northeast
Frank Welton	Vice President	Managing Director - Seattle
Ernest Wooden	Vice President	Southeast Region