


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

FILED
May 06 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 # F95000005788 (3) 1. Corporation Name U.S. FRANCHISE SYSTEMS, INC.					
Principal Place of Business 13 CORPORATE SQUARE, SUITE 250 ATLANTA GA 30329			Mailing Address 13 CORPORATE SQUARE, SUITE 250 ATLANTA GA 30329-1908		
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 11/29/1995 3a. Date of Last Report 04/23/1996	
				4. FEI Number 58-2190911 Applied For Not Applicable	
				5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <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 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 _____ <small>Signature, typed or printed name of registered agent and title if applicable (NOT: Registered Agent signature required when reinstating) DATE</small>					
12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP			1.1 TITLE <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP			2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP		
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TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP			4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP			5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP		
TITLE <input type="checkbox"/> DELETE NAME STREET ADDRESS CITY-ST-ZIP			6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP		

SIGNATURE:

Daniel E. Shaw

4/23/97

(404) 321-4045

CR2E034 (9/96)

EXHIBIT "A"
TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

U.S. Franchise Systems, Inc.
FEIN 58-2190911

TITLE: D/C/CEO/P
NAME: Michael A. Leven
ADDRESS: 13 Corporate Square, Suite 250
Atlanta, Georgia 30329

TITLE: D/CFO/S/Executive Vice President
NAME: Neal K. Aronson
ADDRESS: 13 Corporate Square, Suite 250
Atlanta, Georgia 30329

TITLE: AS/Executive Vice President, Administration
NAME: David E. Shaw, Sr.
ADDRESS: 13 Corporate Square, Suite 250
Atlanta, Georgia 30329

TITLE: AS
NAME: Brian D. Bodker
ADDRESS: 1800 Peachtree Street, N.W., Suite 615
Atlanta, Georgia 30309-2507

TITLE: Senior Vice President, Franchise Sales
NAME: Steve Romaniello
ADDRESS: 13 Corporate Square, Suite 250
Atlanta, Georgia 30329

TITLE: Senior Vice President, Marketing Administration &
Services
NAME: Debbie Campbell
ADDRESS: 13 Corporate Square, Suite 250
Atlanta, Georgia 30329

TITLE: Senior Vice President, Design, Construction, National
Accounts
NAME: Don Mathis
ADDRESS: 13 Corporate Square, Suite 250
Atlanta, Georgia 30329

TITLE: Vice President, Franchise Sales, East
NAME: Timothy Muir
ADDRESS: 13 Corporate Square, Suite 250
Atlanta, Georgia 30329

TITLE: Vice President, Franchise Sales, West
NAME: Michael Muir
ADDRESS: 13 Corporate Square, Suite 250
Atlanta, Georgia 30329

TITLE: Vice President, Franchise Administration/Reservations
NAME: Jon Leven
ADDRESS: 13 Corporate Square, Suite 250
Atlanta, Georgia 30329

TITLE: D
NAME: Irwin Chafetz
ADDRESS: c/o The Interface Group
300 1st Avenue
Needham, Massachusetts 02194

TITLE: D
NAME: Barry Sternlicht
ADDRESS: c/o Starwood Capital Group, L.P.
Three Pickwick Plaza
Suite 250
Greenwich, Connecticut 06830

TITLE: D
NAME: Richard Goldstein
ADDRESS: c/o Alpine Microtel, LLC
1285 6th Avenue
21st Floor
New York, New York 10019