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

FILED
May 01 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT **1998**	FLORIDA DEPARTMENT OF STATE **Sandra B. Mortham** Secretary of State DIVISION OF CORPORATIONS

DOCUMENT # F95000005788

1. Corporation Name
U.S. Franchise Systems, Inc.

Principal Place of Business	Mailing Address
13 Corporate Square Suite 250 Atlanta, Georgia 30329	13 Corporate Square Suite 250 Atlanta, Georgia 30329

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24 / Country 25	Zip 29 / Country 30

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 11/29/95
4. FEI Number: 58-2190911 ☐ Applied For ☐ Not Applicable
5. Certificate of Status Desired ☐ — **$8.75** Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution ☐ — **$5.00** May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. ☐ Yes ☒ No

9. Name and Address of Current Registered Agent

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 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 ______ DATE
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	☐ DELETE	1.1 TITLE	☐ Change ☐ Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	See Attached Exhibit "A"
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	☐ DELETE	2.1 TITLE	☐ Change ☐ Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	☐ DELETE	3.1 TITLE	☐ Change ☐ Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	☐ DELETE	4.1 TITLE	☐ Change ☐ Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	☐ DELETE	5.1 TITLE	☐ Change ☐ Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	☐ DELETE	6.1 TITLE	☐ Change ☐ Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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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 E. Shaw 4/28/98 (404) 321-4045

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

EXHIBIT "A"
List of Officers and Directors
U.S. Franchise Systems, Inc.

	Names	Business Address	Date when term expires
resident xecutive	Michael A. Leven	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	At will of Board of Directors, or until officer's earlier death, resignation, removal, retirement or disqualification
ce President, ial Officer y	Neal K. Aronson	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	Same as above
ce President, on and cretary	David E. Shaw, Sr.	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	Same as above
ce President, erations	James D. Darby	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	Same as above
ce President, les	Steven M. Romaniello	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	Same as above
President, ministration &	Debbie L. Campbell	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	Same as above

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	Names	Business Address	Date when term expires
ent, Franchise	Timothy Muir	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	Same as above
ent, Franchise	Michael Muir	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	Same as above
ent, Franchise ion/Reservations	Jonathan P. Leven	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	Same as above
eneral Counsel; ecretary	Stephen D. Aronson	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	Same as above
rectors	Michael A. Leven	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	
	Neal K. Aronson	13 Corporate Square, Suite 250 Atlanta, Georgia 30329	
	Irwin Chafetz	c/o The Interface Group 300 First Avenue Needham, Massachusetts 02194	
	Barry Sternlicht	c/o Starwood Capital Group Three Pickwick Plaza Greenwich, Connecticut 06830	

Richard D. Goldstein	**c/o Alpine Capital Group** 1285 Avenue of the Americas, 21st Floor New York, New York 10019
Dean S. Adler	Lubert - Adler Partners, L.P. 1811 Chestnut Street, 8th Floor Philadelphia, Pennsylvania 19103
Jeffrey Sonnenfeld	c/o The Chief Executive Institute 6779 Crescent Drive Norcross, Georgia 30071
Douglas G. Geoga	c/o Hyatt Hotels Corporation Madison Plaza, 200 West Madison Chicago, Illinois 60606

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