

**PROFIT
CORPORATION
ANNUAL REPORT
1999**


FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F96000000140

1. Corporation Name
SUPER 8 MOTELS, INC.

Principal Place of Business
**6 SYLVAN WAY
PARSIPPANY NJ 07054**

Mailing Address
**6 SYLVAN WAY
PARSIPPANY NJ 07054**

FILED
Mar 06, 1999 8:00 am
Secretary of State

03-06-1999 90121 044 ***150.00



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/08/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 46-0320564	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	7. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	V.P. <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WELLER, ROBERT	1.2 NAME	Philipp, Birgit
STREET ADDRESS	6 SYLVAN WAY	1.3 STREET ADDRESS	6 Sylvan Way
CITY-ST-ZIP	PARSIPPANY NJ 07054	1.4 CITY-ST-ZIP	Parsippany, NJ 07054
TITLE	S <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MURPHY, JEANNE M	2.2 NAME	
STREET ADDRESS	6 SYLVAN WAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	PARSIPPANY NJ 07054	2.4 CITY-ST-ZIP	
TITLE	EVPT <input type="checkbox"/> DELETE	3.1 TITLE	EVP/Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOLMES, STEPHEN P	3.2 NAME	
STREET ADDRESS	6 SYLVAN WAY	3.3 STREET ADDRESS	
CITY-ST-ZIP	PARSIPPANY NJ 07054	3.4 CITY-ST-ZIP	
TITLE	SVPF <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FORBES, SCOTT E	4.2 NAME	
STREET ADDRESS	6 SYLVAN WAY	4.3 STREET ADDRESS	
CITY-ST-ZIP	PARSIPPANY NJ 07054	4.4 CITY-ST-ZIP	
TITLE	SEVP <input type="checkbox"/> DELETE	5.1 TITLE	EVP/Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BUCKMAN, JAMES E	5.2 NAME	
STREET ADDRESS	6 SYLVAN WAY	5.3 STREET ADDRESS	
CITY-ST-ZIP	PARSIPPANY NJ 07054	5.4 CITY-ST-ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JEWETT, HARVEY	6.2 NAME	
STREET ADDRESS	1910 EIGHTH AVE NE	6.3 STREET ADDRESS	
CITY-ST-ZIP	ABERDEEN SD 57401	6.4 CITY-ST-ZIP	

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:

Birgit S. Philipp
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Birgit S. Philipp 2/22/99

(973) 496-5036

Date

Daytime Phone #

CR2E034 (11/98)