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PROFIT
CORPORATION
ANNUAL REPORT

1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F97000004159 (6)

FILED Apr 15 1998 8:00am Secretary of State

HUMPHREY HOSPITALITY REIT TRUST. INC. Principal Place of Business Mailing Address 12301 OLD COLUMBIA PIKE 12301 OLD COLUMBIA PIKE SILVER SPRING MD 20904 SILVER SPRING MD 20904 DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 08/07/1997 2. Principal Place of Business 2a. Mailing Address 4. FEI Number Applied For APPLIED FOR 21 26 Not Applicable Suite, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired Fee Required 22 27 City & State City & State 6. Election Campaign Financing \$5.00 May Be \Box 23 Trust Fund Contribution Added to Fees Zip Country Country Z(p)8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. 24 25 29 30 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent C T CORPORATION SYSTEM 81 Name 1200 SOUTH PINE ISLAND ROAD 82 Street Address (P.O. Box Number is Not Acceptable) **PLANTATION FL 33324** 83 84 City Zip Code 85 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 registeri diagont and little if applicable (NOT) Registered Agent signature required when reinstating) OFFICERS AND DIRECTORS 12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 13. DELETE TITLE 1.1 THLE Change Addition HUMPHREY, JAMES I JR NAME 12 NAME 12301 OLD COLUMBIA PIKE, SUITE 300 STREET ADDRESS 1.3 STREET ADDRESS SILVER SPRING MD 20904 CITY-ST-ZIP 1.4 CITY-ST-ZIP DELETE Change Addition TITLE 2.1 THLE MILLS, CHARLES A III NAME 2.2 NAME 12301 OLD COLUMBIA PIKE, SUITE 300 STREET ADDRESS 2.3 STREET ADDRESS SILVER SPRING MD 20904 CITY-ST-ZIP 2 4 CITY-ST-ZIP DELETE Change Addition TITLE 31 THILE MAYER, ANDREW A MD NAME 3.2 NAME 12301 OLD COLUMBIA PIKE, SUITE 300 STREET ADDRESS 3.3 STREET ADDRESS SILVER SPRING MD 20904 CITY-ST-ZIP 3.4. CITY- S1-ZIP DELETE TITLE 4.1 TITLE Change Addition ROBINSON, LEAH T NAME 4. 2 NAME 12301 OLD COLUMBIA PIKE, SUITE 300 STREET ADDRESS 4.3 STREET ADDRESS SILVER SPRING MD 20904 CITY-ST-ZIP 4.4 CITY - ST - ZIP DELETE Change Addition TITLE 51 TITLE WHITTEMORE, GEORGE R NAME 52 NAME 12301 OLD COLUMBIA PIKE, SUITE 300 STREET ADDRESS 5 3 STREET ADDRESS SILVER SPRING MD 20904 CITY-ST-ZIP 5.4 CITY - ST - ZIP DELETE TITLE Change Addition 6.1 TITLE **ALLEN, MARGARET** NAME 6.2 NAME 12301 OLD COLUMBIA PIKE, SUITE 300 STREET ADDRESS 6.3 STREET ADORESS SILVER SPRING MD 20904 CITY-ST-ZIP

14. Thereby certify that the information per plied 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 roport or supplemental angul copyr 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 roceiver of visually 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 attather with an address.

SIGNATURE: X

4/10/98