

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

FILED
Apr 29 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # G07281 (0)
1. Corporation Name
VACATION INN PROPERTIES, INC.



Principal Place of Business 6566 N MILITARY TRAIL W PALM BCH FL 33407	Mailing Address 6566 N MILITARY TRAIL W PALM BCH FL 33407-1228
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3. Date Incorporated or Qualified 11/04/1982	3a. Date of Last Report 05/01/1996
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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	4. FEI Number 59-2233109 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No
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9. Name and Address of Current Registered Agent LUMBRA, THOMAS G. JR. 6566 N. MILITARY TRAIL W. PALM BCH. FL 33407	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
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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 NAME STREET ADDRESS CITY-ST-ZIP S MEGRATH, BRYAN 6566 N MILITARY TRAIL W PALM BCH FL	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP Change Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP DP LUMBRA, THOMAS G JR 115 TIMBER RUN WEST W PALM BCH, FL 00000	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP Change Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP VD POISSON, MARY LOUISE 711 N. COUNTY ROAD PALM BEACH FL	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP Change Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP Change Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP Change Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP Change Addition

14. I do 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:  4-23-97 561-848-6166

CR2E034 (9/96)