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Sep 18 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 # K82026
1. Corporation Name

HEARTSTONE INNS, INC.

Principal Place of Business Mailing Address

100 GALLERIA PARKWAY
SUITE 400
ATLANTA, GEORGIA 30339

3. Date Incorporated or Qualified 4/17/89	3a. Date of Last Report 8/14/96
4. FEI Number 59-3005742	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" 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	

2. Principal Place of Business	2a. Mailing Address
21. 100 GALLERIA PARKWAY	25. "SAMB"
22. Suite, Apt. #, etc. SUITE 400	27. Suite, Apt. #, etc.
23. City & State ATLANTA, GA.	28. City & State
24. Zip 30339	29. Zip
25. Country USA	30. Country

9. Name and Address of Current Registered Agent

M.T. WOOD
5100 TAMiami TRAIL N.
SUITE 105
NAPLES, FL 34103

10. Name and Address of New Registered Agent

81. Name M.T. WOOD	85. Zip Code 34103
82. Street Address (P.O. Box Number is Not Acceptable) 5100 TAMiami TRAIL N.	
83. SUITE 105	
84. City NAPLES	FL

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 M.T. WOOD, PRES.

Signature typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

9/15/97

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	11 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		12 NAME	PSD
STREET ADDRESS		13 STREET ADDRESS	M.T. WOOD
CITY-ST-ZIP		14 CITY-ST-ZIP	5100 TAMiami TRAIL N., 516.105
TITLE	<input type="checkbox"/> DELETE	21 TITLE	NAPLES, FL 34103
NAME		22 NAME	
STREET ADDRESS		23 STREET ADDRESS	
CITY-ST-ZIP		24 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	31 TITLE	
NAME		32 NAME	
STREET ADDRESS		33 STREET ADDRESS	
CITY-ST-ZIP		34 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	41 TITLE	
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY-ST-ZIP		44 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	51 TITLE	
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY-ST-ZIP		54 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	61 TITLE	
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY-ST-ZIP		64 CITY-ST-ZIP	

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:

M.T. WOOD, PRES.

Date

Daytime Phone #