


**FILE NOW: Fee after May 1, will be \$588.75**

APPROVED  
AND  
FILED

97 APR 28 AM 9:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1997				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> \$ 203.75		Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1 Name and Mailing Address of Limited Liability Company  MOTELS OF AMERICA, I.L.C. 701 LEE STREET, SUKTE 1000 DES PLAINES IL 60016		<b>DOCUMENT #</b> 196000000012			
1a. Principal Place of Business Address  701 LEE STREET, SUKTE 1000 DES PLAINES IL 60016					
2 Principal Place of Business  Suite, Apt. #, etc.  City & State  Zip Country		2a. Mailing Address  Suite, Apt. #, etc.  City & State  Zip Country		3. Date Organized or Qualified 01/08/1996 3a. State of Formation DE 4. FEI Number 36-4039761 5. Date of Last Report 6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/> Additional Fee Required	
7. Name and Address of Current Registered Agent  C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		8. Name and Address of New Registered Agent  Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. 800002170068--9 City 05/07/97--01108--003 Zip Code ****101.88 ****101.88 FL			
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE		800002170068--9 DATE 05/07/97--01108--004 ****101.87 ****101.87 City, State and Zip Code			
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	MOTELS OF AMERICA, INC	701 LEE STREET, SUKTE 1000		DES PLAINES IL	
MGRM	MOTEL INVESTOR CORP	701 LEE STREET, SUITE 1000		DES PLAINES, FL	
MEM	MCA MEMBERSHIP CORP	701 LEE STREET, SUITE 1000		DES PLAINES, FL	
SIGNATURE: <i>John D. Simon</i>		JOHN D. SIMON SECRETARY		4/25/97 1200	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date		Daytime Phone #	