
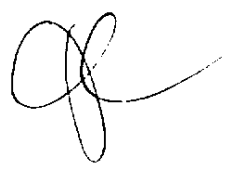
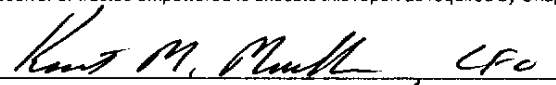


File on or before ~~May 1, 1999~~ or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> \$ 188.75		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>	
1. Name and Mailing Address of Limited Liability Company		<b>DOCUMENT # M96000000012</b>	
MOTELS OF AMERICA, L.L.C. 701 LEE STREET, SUITE 1000 DES PLAINES IL 60016		1a. Principal Place of Business Address  701 LEE STREET, SUITE 1000 DES PLAINES IL 60016	
2. Principal Place of Business		2a. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip		Country	
3. Date Organized or Qualified 01/08/1996		3a. State of Formation DE	
4. FEI Number 36-4039761		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report 05/04/1998		6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
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/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
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 _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating) DATE _____			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	MOA INVESTOR CORP.,	701 LEE STREET, SUITE 1000	DES PLAINES FL
MEM	MOA MEMBERSHIP CORP.,	701 LEE STREET, SUITE 1000	DES PLAINES FL
			7000002868767-4 -05/10/99--01005--014 ****188.75 ****188.75 
11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: X  CFO		4/30/99	847/863-1200
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date	Daytime Phone #