

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

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**Apr 03 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P20292 (9)
1. Corporation Name
HPI FLORIDA, INC.



Principal Place of Business
**29800 BAINBRIDGE ROAD
SOLOH OH 44139-2297
US**

Mailing Address
**29800 BAINBRIDGE ROAD
ATTN: TAX DEPT.
SOLOH OH 44139-2297
US**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
~~08/01/1988~~ **4/30/03**

2. Principal Place of Business		2a. Mailing Address		4. FEI Number		Applied For	
21 10400 Fernwood Rd.		26 Coopers & Lybrand LLP		59-2955824		Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired		<input type="checkbox"/> \$8.75 Additional Fee Required	
22 Bethesda, MD		27 1375 E. 9th St., STE 1500		6. Election Campaign Financing Trust Fund Contribution		<input type="checkbox"/> \$5.00 May Be Added to Fees	
City & State		City & State		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
23 Zip 20817 Country USA		28 Zip 44114 Country USA		30			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET TALLAHASSEE FL 32301				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City FL 85 Zip Code			

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	AS	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	DPT	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	HORNBAACHER, BRADLEY D			1.2 NAME	Heininger, Karl Daniel		
STREET ADDRESS	29800 BAINBRIDGE RD.			1.3 STREET ADDRESS	10400 Fernwood Rd.		
CITY-ST-ZIP	SOLOH OH			1.4 CITY-ST-ZIP	Bethesda, MD 20817		
TITLE	DP	<input checked="" type="checkbox"/> DELETE		2.1 TITLE	DVPS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	STAUFFER, THOMAS G			2.2 NAME	Gaffney, Patrick M.		
STREET ADDRESS	29800 BAINBRIDGE ROAD			2.3 STREET ADDRESS	10400 Fernwood Rd.		
CITY-ST-ZIP	SOLOH OH			2.4 CITY-ST-ZIP	Bethesda, MD 20817		
TITLE	DVPT	<input checked="" type="checkbox"/> DELETE		3.1 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	OLESEN, ROBERT W.			3.2 NAME	Kimball, Kevin M.		
STREET ADDRESS	29800 BAINBRIDGE ROAD			3.3 STREET ADDRESS	10400 Fernwood Rd.		
CITY-ST-ZIP	SOLOH OH			3.4 CITY-ST-ZIP	Bethesda, MD 20817		
TITLE	S	<input checked="" type="checkbox"/> DELETE		4.1 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME	HEININGER, K. DANIEL			4.2 NAME	Clist, Todd		
STREET ADDRESS	29800 BAINBRIDGE ROAD			4.3 STREET ADDRESS	10400 Fernwood Rd.		
CITY-ST-ZIP	SOLOH OH			4.4 CITY-ST-ZIP	Bethesda, MD 20817		
TITLE	SEE ATTACHED	<input type="checkbox"/> DELETE		5.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition	
NAME				5.2 NAME	Nancy L. Benz		
STREET ADDRESS				5.3 STREET ADDRESS	10400 Fernwood Rd.		
CITY-ST-ZIP				5.4 CITY-ST-ZIP	Bethesda, MD 20817		
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				6.4 CITY-ST-ZIP			

14. I 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: *Nancy L. Benz* **Nancy L. Benz 3/30/98 (30)380-1239**

CR2E034 (10/97)

<i>Officers</i>	
Position	Name
Assistant Secretary(ies):	Maritza Cordero
Assistant Secretary(ies):	Nancy L. Benz
Assistant Secretary(ies):	Patrick M. Gaffney
Assistant Secretary(ies):	Ward R. Cooper
Assistant Treasurer(s):	Carolyn B. Handlon
Director(s):	Karl Daniel Heining
Director(s):	Patrick M. Gaffney
President:	Karl Daniel Heining
Secretary:	W. David Mann
Treasurer:	Karl Daniel Heining
Vice President(s):	G. Cope Stewart III
Vice President(s):	Kevin M. Kimball
Vice President(s):	Patrick M. Gaffney
Vice President(s):	Todd Clist

<i>Subsidiaries</i>	
Name	# of Shares
HPI Orlando, Inc.	100

Purpose :

Hold lease on Renaissance Orlando Hotel: 79% limited partner of Vinoy Investments Limited Partnership.

Revised : 03/12/1998