

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

**FILED**  
**May 07 1998 8:00am**  
**Secretary of State**

<b>PROFIT CORPORATION ANNUAL REPORT 1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P27644 (4)**

**1. Corporation Name**  
**HOLIDAY HOSPITALITY FRANCHISING, INC.**



<b>Principal Place of Business</b> <b>THREE RAVINIA DRIVE #2900</b> <b>C/O CORPORATE TAX</b> <b>ATLANTA GA 30346-2149</b> <b>US</b>	<b>Mailing Address</b> <b>THREE RAVINIA DRIVE #2900</b> <b>C/O CORPORATE TAX</b> <b>ATLANTA GA 30346-2149</b> <b>US</b>
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DO NOT WRITE IN THIS SPACE

<b>2. Principal Place of Business</b>	<b>2a. Mailing Address</b>
<b>21</b> Suite, Apt. #, etc.	<b>26</b> Suite, Apt. #, etc.
<b>22</b> City & State	<b>27</b> City & State
<b>23</b> Zip	<b>28</b> Zip
<b>24</b> Country	<b>29</b> Country

<b>3. Date Incorporated or Qualified</b> <b>01/09/1990</b>	<b>4. FEI Number</b> <b>59-2977017</b>	<b>Applied For</b> <input type="checkbox"/> Not Applicable
<b>5. Certificate of Status Desired</b> <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>	
<b>6. Election Campaign Financing Trust Fund Contribution</b> <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>	
<b>8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

<b>9. Name and Address of Current Registered Agent</b> <b>CT CORPORATION SYSTEM</b> <b>1200 S. PINE ISLAND ROAD</b> <b>PLANTATION FL 33324</b>	<b>81</b> Name <b>82</b> Street Address (P.O. Box Number is Not Acceptable) <b>83</b> <b>84</b> City <b>FL</b> <b>85</b> Zip Code
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<b>10. Name and Address of New Registered Agent</b>
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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 \_\_\_\_\_

<b>12. OFFICERS AND DIRECTORS</b>		<b>13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12</b>	
<b>TITLE</b>	<b>DCEO</b>	<input type="checkbox"/> DELETE	<b>1.1 TITLE</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>NAME</b>	<b>OLIVER, THOMAS R</b>		<b>1.2 NAME</b>
<b>STREET ADDRESS</b>	<b>THREE RAVINIA DRIVE #2900</b>		<b>1.3 STREET ADDRESS</b>
<b>CITY-ST-ZIP</b>	<b>ATLANTA GA</b>		<b>1.4 CITY-ST-ZIP</b>
<b>TITLE</b>	<b>VT</b>	<input type="checkbox"/> DELETE	<b>2.1 TITLE</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>NAME</b>	<b>GOODSON, MICHAEL L</b>		<b>2.2 NAME</b>
<b>STREET ADDRESS</b>	<b>THREE RAVINIA DR, SUITE 2900</b>		<b>2.3 STREET ADDRESS</b>
<b>CITY-ST-ZIP</b>	<b>ATLANTA GA</b>		<b>2.4 CITY-ST-ZIP</b>
<b>TITLE</b>	<b>DP</b>	<input type="checkbox"/> DELETE	<b>3.1 TITLE</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>NAME</b>	<b>HUNT, CRAIG H</b>		<b>3.2 NAME</b>
<b>STREET ADDRESS</b>	<b>THREE RAVINIA DRIVE SUITE 2900</b>		<b>3.3 STREET ADDRESS</b>
<b>CITY-ST-ZIP</b>	<b>ATLANTA GA</b>		<b>3.4 CITY-ST-ZIP</b>
<b>TITLE</b>	<b>VD</b>	<input type="checkbox"/> DELETE	<b>4.1 TITLE</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
<b>NAME</b>	<b>RUNKE, MICHAEL J</b>		<b>4.2 NAME</b> <b>Rumke, Michael J</b>
<b>STREET ADDRESS</b>	<b>THREE RAVINIA DR, SUITE 2900</b>		<b>4.3 STREET ADDRESS</b>
<b>CITY-ST-ZIP</b>	<b>ATLANTA GA</b>		<b>4.4 CITY-ST-ZIP</b>
<b>TITLE</b>	<b>SVPD</b>	<input type="checkbox"/> DELETE	<b>5.1 TITLE</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>NAME</b>	<b>HILL, ROBERT D</b>		<b>5.2 NAME</b>
<b>STREET ADDRESS</b>	<b>THREE RAVINIA DR, #2900</b>		<b>5.3 STREET ADDRESS</b>
<b>CITY-ST-ZIP</b>	<b>ATLANTA GA</b>		<b>5.4 CITY-ST-ZIP</b>
<b>TITLE</b>	<b>DVCF</b>	<input type="checkbox"/> DELETE	<b>6.1 TITLE</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
<b>NAME</b>	<b>REAVLEY, MARTIN J</b>		<b>6.2 NAME</b> <b>MacFarlane, Andrew</b>
<b>STREET ADDRESS</b>	<b>THREE RAVINIA DR., SUITE 2900</b>		<b>6.3 STREET ADDRESS</b>
<b>CITY-ST-ZIP</b>	<b>ATLANTA GA</b>		<b>6.4 CITY-ST-ZIP</b>

**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:** *James B. Blankenship* *James B. Blankenship* *4/20/98* *(770) 604-8511*

CR2E034 (10/97)

The Business Address for all of the following is:  
Three Ravinia Dr. Ste 2900  
Atlanta, GA 30346

**Holiday Hospitality Franchising, Inc. FEIN: 59-2977017 # P27644**

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**DIRECTORS:**

Thomas R Oliver	Director
Craig H Hunt	Director
Robert D Hill	Director
Andrew MacFarlane	Director
Michael J Rumke	Director
John T Sweetwood	Director
Thomas Arasi	Director
W. Douglas Lewis	Director

**OFFICERS:**

Thomas R Oliver	Chairman
	Chief Executive Officer
	President
Craig H Hunt	President - Americas Franchise Division
Robert D Hill	Executive Vice President, General Counsel and Secretary
Andrew MacFarlane	Executive Vice President and Chief Financial Officer
Michael J Rumke	Executive Vice President, Human Resources
John T Sweetwood	Executive Vice President and Chief Marketing Officer
Thomas Arasi	President - Crowne Plaza Hotels & Resorts Division
Morton H Aronson	Vice President - Legal Counsel
Doug Artusio	Regional Vice President, Franchise Sales - West Region
Peter Babbini	Vice President - Crowne Plaza Sales
Chris J Ballad	Vice President
Teresa Blankenship	Assistant Secretary
Judy D Bloodworth	Vice President, Franchise Administration
Angela I Brav	Vice President, Franchise Services
Thomas H Brettschneider	Vice President, Real Estate
John Chandler	Vice President - Marketing, Holiday Inn Hotels
Robert J Chitty	Vice President, Tax
Catherine C Cooper	Vice President, Worldwide Sales
Michael Corr	Senior Vice President - Crowne Plaza Marketing, Sales and Quality
J Max Gayler	Vice President, Franchise Relations and System Quality
Michael L Goodson	Treasurer
	Vice President - Corporate Finance
	Vice President, Electronic Entertainment
	Vice President - Special Markets
	Vice President, Development - Crowne Plaza Hotels and Resorts
	President - Holiday Inn Division
	Vice President, Franchise Sales
	Senior Vice President - Franchise Services
	Vice President - Crowne Plaza Quality
	Executive Vice President and Chief Information Officer
	Vice President - Crowne Plaza Development
	Assistant Secretary
	Regional Vice President, Franchise Sales - East Region
	Vice President - Market Research and Product Development
	Vice President, Worldwide Conferences and Community Relations
	Vice President - Crowne Plaza Americas Operations

**Holiday Hospitality Franchising, Inc. FEIN: 6A-2977017 P27644**

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**F Andrew Simpson  
Craig D Smith  
Kate Stillman  
John T Sweetwood  
Jenny Tidwell  
Richard A Trickett  
Howard J Willis**

**Assistant Treasurer  
Vice President - Worldwide Public Relations & Communications  
Assistant Secretary  
President - Express/Leisure Division  
Assistant Secretary  
Vice President, Worldwide Organization, Design and Remuneration  
Vice President/Managing Director, Mexico/Latin America**