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PROFIT
CORPORATION
ANNUAL REPORT
1996

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

DOCUMENT # P28387

1. Corporation Name

SAMANTHA HOTEL CORPORATION

Principal Place of Business / Mailing Address

410 North 44th Street, Suite 700
Phoenix, AZ. 85008

3. Date Incorporated or Qualified: March 5, 1990

3a. Date of Last Report:

2. Principal Place of Business (21)

2a. Mailing Address (26)

4. FEI Number: 04-3070970 — Applied For / Not Applicable

Suite, Apt. #, etc. (22) — Suite, Apt. #, etc. (27)

5. Certificate of Status Desired [ ] — $8.75 Additional Fee Required

City & State (23) — City & State (28)

6. Election Campaign Financing Trust Fund Contribution [ ] — $5.00 May Be Added to Fees

Zip (24) Country (25) — Zip (29) Country (30)

8. This corporation has liability for intangible tax under s. 199.032 Florida Statutes [ ] Yes [ ] No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 South Pine Island Road
Plantation, FL 33324

10. Name and Address of New Registered Agent

81 Name: 200001845912
82 Street Address (P.O. Box not acceptable): 05/31/96 01041--028
83: ***200.00
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 _____ DATE
Signature, typed or printed name of registered agent and the date adopted. Registered Agent Signature required whether changing.

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	[ ] DELETE	1.1 TITLE	President [ ] Change [ ] Addition
NAME		1.2 NAME	Richard M. Kelleher
STREET ADDRESS		1.3 STREET ADDRESS	410 North 44th St., Suite 700
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Phoenix, AZ 85008
TITLE	[ ] DELETE	2.1 TITLE	VP/Treas/Secretary [ ] Change [ ] Addition
NAME		2.2 NAME	Stephen D. Pletcher III
STREET ADDRESS		2.3 STREET ADDRESS	410 North 44th St., Suite 700
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Phoenix, AZ 85008
TITLE	[ ] DELETE	3.1 TITLE	Asst. Secretary [ ] Change [ ] Addition
NAME		3.2 NAME	Sandra L.Ravel
STREET ADDRESS		3.3 STREET ADDRESS	410 North 44th St., Suite 700
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Phoenix, AZ 85008
TITLE	[ ] DELETE	4.1 TITLE	Director [ ] Change [ ] Addition
NAME		4.2 NAME	Richard Ferris
STREET ADDRESS		4.3 STREET ADDRESS	410 North 44th St., Suite 700
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Phoenix, AZ 85008
TITLE	[ ] DELETE	5.1 TITLE	Director [ ] Change [ ] Addition
NAME		5.2 NAME	Peter Ueberroth
STREET ADDRESS		5.3 STREET ADDRESS	410 North 44th St., Suite 700
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Phoenix, AZ 85008
TITLE	[ ] DELETE	6.1 TITLE	Director [ ] Change [ ] Addition
NAME		6.2 NAME	Dale Frey
STREET ADDRESS		6.3 STREET ADDRESS	410 North 44th St., Suite 700
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Phoenix, AZ 85008

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: _____ Sandra L. Ravel 4/1/96 (602)220-6779
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — DATE — Daytime Phone #

CR2E034 (12/95)