

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

FILED
May 14 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 # P38622 (7)
1. Corporation Name
SHERATON KEY WEST, INC.

Principal Place of Business C/O ITT CORPORATION 1330 AVE. OF THE AMERICAS NEW YORK NY 02109 US	Mailing Address C/O ITT CORP. 1330 AVE. OF THE AMERICAS NEW YORK NY 02109 US
--	--



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		3. Date Incorporated or Qualified 05/04/1992	
				4. FEI Number 31-0668033	
				5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent 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

Signature, typed or printed name of registered agent and filed applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	T	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TUTTLE, ELIZABETH A.	1.2 NAME	PLEASE SEE STATEMENT ATTACHED
STREET ADDRESS	1330 AVE. OF THE AMERICAS	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	1.4 CITY-ST-ZIP	
TITLE	DS	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LATHAM, JAMES D.	2.2 NAME	
STREET ADDRESS	60 STATE STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA	2.4 CITY-ST-ZIP	
TITLE	AS	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLAGGETT, EDWARD R.	3.2 NAME	
STREET ADDRESS	1330 AVE. OF THE AMERICAS	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		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

[Signature]

[Signature]

4/29/98 121258-1421

CR2E034 (10/97)

STATEMENT ATTACHED TO AND MADE PART OF 1998 ANNUAL REGISTRATION REPORT FLORIDA

SHERATON KEY WEST, INC.

LIST OF OFFICERS AND DIRECTORS

ATTACHMENT #1

<u>Name</u>	<u>Title</u>	<u>Address</u>
Robert W. Brokaw	Director	60 State Street Boston, MA 02109
Andrew J. Mandell	Director/Sr. Vice President/Chief Financial Officer/Treasurer	60 State Street Boston, MA 02109
James D. Latham	Director/Sr. Vice President/Secretary	60 State Street Boston, MA 02109
Daniel P. Weadock	President	60 State Street Boston, MA 02109
Allan J. Durst	Vice President	1330 Ave of the Americas New York, NY 10019
Paul Mastroianni	Assistant Treasurer	1330 Ave of the Americas New York, NY 10019
Banu Quershi	Assistant Treasurer	1330 Ave of the Americas New York, NY 10019
Peter A. Alport	Assistant Secretary	60 State Street Boston, MA 02109
Robert Moriner	Assistant Secretary	60 State Street Boston, MA 02109