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Apr 25 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P93000001100 (5)

1. Corporation Name

DESERT HOSPITALITY II, INC.

Principal Place of Business 1850 N CENTRAL AVENUE M.S. 1129 PHOENIX AR 85002-2209 US	Mailing Address 1850 N CENTRAL AVENUE M.S. 1129 PHOENIX AR 85077-0001 US
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3. Date Incorporated or Qualified 01/07/1993	3a. Date of Last Report 04/17/1996
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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4. FEI Number 86-0726279	Applied For Not Applicable
5. Certificate of Status Desired ☐ \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution ☐ \$5.00 May Be Added to Fees	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☐ Yes ☒ No	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 S PINE ISLAND RD PLANTATION FL 33324	81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code
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10. Name and Address of New Registered Agent
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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: _____ (NOTE: Registered Agent signature required when reappointing) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D SMALIS, GREGORY C 14034 S 34TH PLACE PHOENIX AZ ☐ DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CEO EICHENFIELD, SAMUEL L DIAL CORP CTR, DIAL TOWER PHOENIX AZ ☐ DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	☒ Change ☐ Addition <i>Schedule attached</i>
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP CARR, WARD B DIAL CORP CTR, DIAL TOWER PHOENIX AZ ☐ DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	☒ Change ☐ Addition <i>3.3 3.4</i>
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP O'NEILL, JAMES V DIAL CORP CTR, DIAL TOWER PHOENIX AZ ☐ DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	☒ Change ☐ Addition <i>4.2 4.3 4.4</i>
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S HALLINAN, WILLIAM J DIAL CORP CTR, DIAL TOWER PHOENIX AZ ☐ DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	☒ Change ☐ Addition <i>5.3 5.4</i>
TITLE NAME STREET ADDRESS CITY-ST-ZIP	☐ DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	☐ Change ☐ Addition

14. 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 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: *V. D. Ciancola* V. D. CIANCOLA
ASST. SECRETARY APR 2 1997 (602) 201-4024
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

Directors & Officers

Desert Hospitality II, Inc.

Name (S.S. No.)	Title	Business Address	Residence Address
Carr, Ward B.	Director	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209	118 West Palmdale Avenue Phoenix, AZ 85021
Smalis, Gregory C.	Director	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209	14034 South 34th Place Phoenix, AZ 85044
Eichenfield, Samuel L.	Chief Executive Officer	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209	8900 North 58th Place Paradise Valley, AZ 85253
Smalis, Gregory C.	President	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209	14034 South 34th Place Phoenix, AZ 85044
Carr, Ward B.	Vice President	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209	118 West Palmdale Avenue Phoenix, AZ 85021
O'Neill, James V.	Vice President	7272 East Indian School Road Suite 410 Scottsdale, AZ 85251	3913 East Coconino Street Phoenix, AZ 85044
Huckins, Melissa C.	Assistant Vice President-Treasury Operations	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209	5734 North Scottsdale Road Scottsdale, AZ 85253
Hallinan, William J.	Secretary	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209	6521 E. Bar Z Lane Paradise Valley, AZ 85253
Fitzsimmons, Robert J.	Treasurer	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209	2204 East Cactus Wren Drive Phoenix, AZ 85020
Ciancola, Veronica D.	Assistant Secretary	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209	8336 North 82nd Place Scottsdale, AZ 85258
Mortensen, Teresa L.	Assistant Secretary	7272 East Indian School Road Suite 410 Scottsdale, AZ 85251	4111 West Linda Lane Chandler, AZ 85226
Pecha, Betty J.	Assistant Secretary	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209	1416 West Davis Road Phoenix, AZ 85023