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PROFIT CORPORATION ANNUAL REPORT

1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P97000066545

1. Corporation Name
THREE HOTELS CORPORATION

Principal Place of Business	Mailing Address
1111 LINCOLN ROAD STE 800 MIAMI BCH FL 33139	1111 LINCOLN ROAD STE 800 MIAMI BCH FL 33139

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/30/1997

4. FEI Number
65-0773656
[ ] 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 owes the current year Intangible Personal Property Tax [ ] Yes [ ] No

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24 Country 25	Zip 29 Country 30

9. Name and Address of Current Registered Agent

HOWARD, EUGENE J
1111 LINCOLN ROAD STE 800
MIAMI BCH FL 33139

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. The obligation of 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: Required if Agent Changed) Date

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	[ ] DELETE	11 TITLE	[ ] Change [ ] Add
NAME	HOWARD, EUGENE J		12 NAME	
STREET ADDRESS	1111 LINCOLN RD STE 800		13 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BCH FL 33139		14 CITY-ST-ZIP	
TITLE	D	[ ] DELETE	21 TITLE	
NAME	WEINBERG, JAY		22 NAME	
STREET ADDRESS	1111 LINCOLN ROAD STE 800		23 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BCH FL 33139		24 CITY-ST-ZIP	
TITLE	SD	[ ] DELETE	31 TITLE	[ ] Change [ ] Add
NAME	WEINBERG, SCOTT		32 NAME	
STREET ADDRESS	1111 LINCOLN ROAD, #800		33 STREET ADDRESS	
CITY-ST-ZIP	MIAMI BEACH FL 33139		34 CITY-ST-ZIP	
TITLE		[ ] DELETE	41 TITLE	[ ] Change [ ] Add
NAME			42 NAME	
STREET ADDRESS			43 STREET ADDRESS	
CITY-ST-ZIP			44 CITY-ST-ZIP	
TITLE		[ ] DELETE	51 TITLE	[ ] Change [ ] Add
NAME			52 NAME	
STREET ADDRESS			53 STREET ADDRESS	
CITY-ST-ZIP			54 CITY-ST-ZIP	
TITLE		[ ] DELETE	61 TITLE	[ ] Change [ ] Add
NAME			62 NAME	
STREET ADDRESS			63 STREET ADDRESS	
CITY-ST-ZIP			64 CITY-ST-ZIP	

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B 4/19/99

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, with all other like empowered.

SIGNATURE: [signature] Pres. 4-1-99 505-538-6361

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Telephone Number

CR2E034 (1/98)