


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

FILED

May 15 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # S78973 (2)					
1. Corporation Name SOUTHFIELD HOTEL MANAGEMENT, INC.					
Principal Place of Business 755 CROSSOVER LANE MEMPHIS TN 38117-4900 US			Mailing Address 755 CROSSOVER LANE MEMPHIS TN 38117-4907 US		
2. Principal Place of Business 21 State, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 25 Suite, Apt. #, etc. 26 City & State 27 Zip 28 Country		3. Date Incorporated or Qualified 09/10/1991	
				3a. Date of Last Report 05/01/1996	
				4. FEI Number 62-1476762	
				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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525			10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code		
			FL		
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 _____ <small>(NOTE: Registered Agent signature required when reinstating)</small>					
12. OFFICERS AND DIRECTORS					
TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP	<input type="checkbox"/> DELETE	
DP	DP	755 CROSSOVER LANE	MEMPHIS TN		
SV	KELTNER, THOMAS L	755 CROSSOVER LANE	MEMPHIS TN	<input type="checkbox"/> DELETE	
DV	SULLIVAN, DAVID	755 CROSSOVER LANE	MEMPHIS TN	<input type="checkbox"/> DELETE	
SVT	DEMPSEY, DAVID	755 CROSSOVER LANE	MEMPHIS TN	<input type="checkbox"/> DELETE	
SVS	LAKE, RALPH B.	755 CROSSOVER LANE	MEMPHIS TN	<input type="checkbox"/> DELETE	
SV	WELLS, MARK C.	755 CROSSOVER LANE	MEMPHIS TN	<input type="checkbox"/> DELETE	
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
DP	Schultz, Raymond E.				
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
	Dempsey, Donald H.				
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> 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: <i>Donald A. Balash</i> Donald A. Balash 4/21/97 901-374-5299 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>					

CR2E034 (9/96)

SOUTHFIELD HOTEL MANAGEMENT, INC.

**DIRECTORS
62-1476762**

NAME	BUSINESS ADDRESS
Raymond E. Schultz	755 Crossover Lane Memphis, TN 38117
David C. Sullivan	755 Crossover Lane Memphis, TN 38117

OFFICERS

NAME	BUSINESS ADDRESS	TITLE
Raymond E. Schultz	755 Crossover Lane Memphis, TN 38117	President
Mark C. Wells	755 Crossover Lane Memphis, TN 38117	Senior Vice President
Thomas L. Keltner	755 Crossover Lane Memphis, TN 38117	Senior Vice President
Donald H. Dempsey	755 Crossover Lane Memphis, TN 38117	Senior Vice-President & Treasurer
M. Ronald Halpern	755 Crossover Lane Memphis, TN 38117	Vice President & Assistant Secretary
David C. Sullivan	755 Crossover Lane Memphis, TN 38117	Exec. Vice-President
Ralph B. Lake	755 Crossover Lane Memphis, TN 38117	Senior Vice-President
Donald A. Balash	755 Crossover Lane Memphis, TN 38117	Assistant Treasurer
Jeffery M. Jarvis	755 Crossover Lane Memphis, TN 38117	Assistant Treasurer
Carol G. Champion	755 Crossover Lane Memphis, TN 38117	Assistant Treasurer