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FILED
May 15 1997 8:00am
Secretary of State



PROFIT CORPORATION
 ANNUAL REPORT
1997

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

DOCUMENT # P19636 (0)
 1. Corporation Name
HAMPTON INNS, INC.



Principal Place of Business Mailing Address
755 CROSSOVER LANE **755 CROSSOVER LANE**
MEMPHIS TN 38117 **MEMPHIS TN 38117-4807**
US **US**

3. Date Incorporated or Qualified **06/14/1988** 3a. Date of Last Report **05/01/1996**
 4. FEI Number **62-1194362** 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

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

9. Name and Address of Current Registered Agent
CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____
 Signatures typed or printed name of registered agent and title if applicable

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	SCHULTZ, RAYMOND E.	
STREET ADDRESS	755 CROSSOVER LANE	
CITY-ST-ZIP	MEMPHIS TN	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	DEMPSEY, DONALD H.	
STREET ADDRESS	755 CROSSOVER LANE	
CITY-ST-ZIP	MEMPHIS TN	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	SULLIVAN, DAVID C.	
STREET ADDRESS	755 CROSSOVER LANE	
CITY-ST-ZIP	MEMPHIS TN	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	HALPERN, M RONALD	
STREET ADDRESS	755 CROSSOVER LANE	
CITY-ST-ZIP	MEMPHIS TN	
TITLE	V	<input type="checkbox"/> DELETE
NAME	KELTNER, THOMAS	
STREET ADDRESS	755 CROSSOVER LANE	
CITY-ST-ZIP	MEMPHIS TN	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	LAKE, RALPH	
STREET ADDRESS	755 CROSSOVER LANE	
CITY-ST-ZIP	MEMPHIS TN	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	VPD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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: *Donald A. Balash* **Donald A. Balash** 4/21/97 901-374-5299
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

HAMPTON INNS, INC.
DIRECTORS & OFFICERS
FEDERAL ID NUMBER 62-1194362

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

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