



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 88828		2. Name of Corporation Knights Franchise Systems, Inc.		
3. Street Address Principal Business Office 1 Sylvan Way		City Parsippany	State NJ	Zip 07054
4. Business Phone No. 973-496-7198	5. State of Incorporation DELAWARE			6. SIC Code 8888
7. Brief Description of the Character of Business Conducted in Rhode Island HOTEL FRANCHISOR.				
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name Rajiv Bhatia		Vice President Name Lynn A. Feldman		
Street Address 1 Sylvan Way		Street Address 1 Campus Drive		
City Parsippany	State NJ	Zip 07054	City Parsippany	State NJ
Secretary Name Eric J. Bock	Treasurer Name David B. Wyshner			
Street Address 9 West 57th St., 37th floor		Street Address 1 Campus Drive		
City New York	State NY	Zip 10019	City Parsippany	State NJ
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name Anthony Berger		Director Name Gail Mandel		
Street Address 1 Sylvan Way		Street Address 1 Campus Drive		
City Parsippany	State NJ	Zip 07054	City Parsippany	State NJ
Director Name Steven Rudnitsky	Director Name			
Street Address 1 Campus Drive		Street Address		
City Parsippany	State NJ	Zip 07054	City	State
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>				
11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>				
AUTHORIZED SHARES		ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series
1,000	\$1.00 PAR VALUE		200	Common
				1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



88828

File Date	1-18-05
Check No.	906546
By:	<i>[Signature]</i>
FOR SECRETARY OF STATE USE ONLY	

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 1/7/2005
Signature of Officer Date
Lynn A. Feldman
Print or Type Name of Officer
VP/Asst. Secretary
Title of Officer



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 88828		2. Name of Corporation Knights Franchise Systems, Inc.			
3. Street Address Principal Business Office 1 Sylvan Way			City Parsippany	State NJ	Zip 07054
4. Business Phone No. (973) 496-7198		5. State of Incorporation DELAWARE			6. SIC Code 8888
7. Brief Description of the Character of Business Conducted in Rhode Island HOTEL FRANCHISOR.					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Rajiv Bhatia			Vice President Name Lynn A. Feldman		
Street Address 1 Sylvan Way			Street Address 1 Campus Drive		
City Parsippany	State NJ	Zip 07054	City Parsippany	State NJ	Zip 07054
Secretary Name Eric J. Bock			Treasurer Name David B. Wyshner		
Street Address 9 West 57th Street, 37th Floor			Street Address 1 Campus Drive		
City New York,	State NY	Zip 10901	City Parsippany	State NJ	Zip 07054
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Michael Montemarano			Director Name Douglas L. Patterson		
Street Address 1 Campus Drive			Street Address 1 Sylvan Way		
City Parsippany,	State NJ	Zip 07054	City Parsippany	State NJ	Zip 07054
Director Name Steven Rudnitsky			Director Name		
Street Address 1 Campus Drive			Street Address		
City Parsippany	State NJ	Zip 07054	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 \$1.00 PAR VALUE			100	Common	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 8 8 2 8 *

File Date **1-23-04**
Check No. **716546**
By: **[Signature]**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

Date

Lynn A. Feldman
Print or Type Name of Officer

Vice President
Title of Officer

Knights Franchise Systems, Inc.

Additional Officers

Steven Rudnitsky – Chairman

1 Campus Drive
Parsippany, NJ 07054

Joseph Huber – Vice President

1 Campus Drive
Parsippany, NJ 07054

James E. Buckman – Sr. EVP, GC & Ass't Secretary

9 West 57th Street, 37th Floor
New York, NY 10019

Joel R. Buckberg – EVP, Deputy GC & Ass't Secretary

1 Sylvan Way
Parsippany, NJ 07054

Robert N. Weller – Group President

1 Sylvan Way
Parsippany, NJ 07054

Thomas Bernardo – EVP

100 Connecticut Avenue
Norwalk, CT 06850

Anthony E. Hull – EVP

1 Campus Drive
Parsippany, NJ 07054

Ken Greene – SVP

1 Sylvan Way
Parsippany, NJ 07054

Jean V. Hoagland – SVP

1 Campus Drive
Parsippany, NJ 07054



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

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PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No.

2. Name of Corporation

88828

Knights Franchise Systems, Inc.

3. Street Address Principal Business Office

1 Sylvan Way

4. Business Phone No.

973-496-5036

5. State of Incorporation

DELAWARE

7. Brief Description of the Character of Business Conducted in Rhode Island

Franchisor of the Knights Inn lodging system

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

Anthony Falor

Street Address

1 Sylvan Way

City

Parsippany

Secretary Name

Eric J. Bock

Street Address

9 West 57th Street, 37th fl.

New York

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

Michael Montemmarano

Street Address

1 Campus Drive

City

Parsippany

Director Name

Street Address

City

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

1,000 \$1.00 PAR VALUE

Vice President Name

Joseph Huber

Street Address

1 Campus Drive

City

Parsippany

Treasurer Name

Duncan H. Cocroft

Street Address

1 Campus Drive

City

Parsippany

Director Name

Douglas L. Patterson

Street Address

1 Sylvan Way

City

Parsippany

Director Name

Street Address

City

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

100

Common \$1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 8 8 2 8 *

File Date: 2/10/03

Check No.: 596029

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Joseph Huber 1/31/03
Signature of Officer Date

Joseph Huber
Printed Name of Officer

Vice President
Title of Officer



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **88828** 2. Name of Corporation **Knights Franchise Systems, Inc.**
3. Street Address Principal Business Office **1 Sylvan Way** City **Parsippany** State **NJ** Zip **07054**
4. Business Phone No. **(973) 446-2633** 5. State of Incorporation **DELAWARE** 6. SIC Code **8888**

7. Brief Description of the Character of Business Conducted in Rhode Island
Franchisor of the Knights Inn lodging system

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Anthony Falor	Vice President Name Joseph Huber
Street Address 1 Sylvan Way	Street Address 1 Campus Drive
City Parsippany	City Parsippany
State NJ	State NJ
Zip 07054	Zip 07054
Secretary Name Eric J. Bock	Treasurer Name Duncan H. Cocroft
Street Address 1 Campus Drive	Street Address 1 Campus Drive
City Parsippany	City Parsippany
State NJ	State NJ
Zip 07054	Zip 07054

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Gail Mandel	Director Name
Street Address 1 Campus Drive	Street Address
City Parsippany	City
State NJ	State
Zip 07054	Zip
Director Name Douglas L. Patterson	Director Name
Street Address 1 Campus Drive	Street Address
City Parsippany	City
State NJ	State
Zip 07054	Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES **1000**
Number of Shares **1,000** Class/Series **COMMON** Par Value **\$1.00**
1,000 \$1.00 PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES **100**
Number of Shares **100** Class/Series **COMMON** Par Value **\$1.00**
100 \$1.00 Par Value

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 8 8 2 8 *

File Date: **2-19-02**
Check No.: **4706002**
By: **[Signature]**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer **Joseph Huber** Date **2/4/02**
Print or Type Name of Officer **Joseph Huber**
Title of Officer **Vice President**



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **88828** 2. Name of Corporation **Knights Franchise Systems, Inc.**

3. Street Address Principal Business Office

6 Sylvan Way

4. Business Phone No.

973-496-7263

7. Brief Description of the Character of Business Conducted in Rhode Island

Franchisor of the Knights Inn Lodging System

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

Bruce Bloom

Street Address

1 Sylvan Way

City

State

Zip

Parsippany

NJ

07054

Secretary Name

Eric Bock

Street Address

6 Sylvan Way

City

State

Zip

Parsippany

NJ

07054

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

Stephen P. Holmes

Street Address

6 Sylvan Way

City

State

Zip

Parsippany

NJ

07054

Director Name

James E. Buckman

Street Address

6 Sylvan Way

City

State

Zip

Parsippany

NJ

07054

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

1,000 SHS \$1.00 PAR VALUE

1000

\$1.00

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

100

\$1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 8 8 2 8 *

File Date: 2/12/01

Check No.: 362149

By: KD

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Joseph Huber 2/6/01
Signature of Officer Date

Joseph Huber

Print or Type Name of Officer

Vice President

Title of Officer



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **88828** 2. Name of Corporation **Knights Franchise Systems, Inc.**

3. Street Address Principal Business Office City State Zip
6 Sylvan Way Parsippany NJ 07054

4. Business Phone No. 5. State of Incorporation 6. SIC Code
973-496-7263 DELAWARE

7. Brief Description of the Character of Business Conducted in Rhode Island

Franchisor of the Knights Inn Lodging System

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name Bruce Bloom Street Address 1 Sylvan Way City State Zip Parsippany NJ 07054	Vice President Name James E. Buckman Street Address 6 Sylvan Way City State Zip Parsippany NJ 07054
Secretary Name Jeanne M. Murphy Street Address 6 Sylvan Way City State Zip Parsippany NJ 07054	Treasurer Name Duncan H. Cocroft Street Address 6 Sylvan Way City State Zip Parsippany NJ 07054

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name Stephen P. Holmes Street Address 6 Sylvan Way City State Zip Parsippany NJ 07054	Director Name Eric E. Pfeffer Street Address 1 Sylvan Way City State Zip Parsippany NJ 07054
Director Name James E. Buckman Street Address 6 Sylvan Way City State Zip Parsippany NJ 07054	Director Name Street Address City State Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES **1000**
Number of Shares Class/Series - Par Value **\$1.00**
1,000 SHS \$1.00 PAR VALUE

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares **100** Class/Series - Par Value **\$1.00**

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 8 8 2 8 *

File Date: 2/17/00

Check No.: 237668

By: Ce

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Vincent Ventura 2/17/00
Signature of Officer Date

Vincent Ventura
Print or Type Name of Officer

Vice President

Title of Officer



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR **1999**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. 88828		2. Name of Corporation Knights Franchise Systems, Inc.	
3. Street Address Principal Business Office 6 SYLVAN WAY		City PARSIPPANY	State NJ
4. Business Phone No. (973) 496-5036		5. State of Incorporation DELAWARE	6. SIC Code 0000
7. Brief Description of the Character of Business Conducted in Rhode Island FRANCHISOR OF KNIGHTS INN LODGING SYSTEM			
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name RAMESH GOKAL		Vice President Name JAMES E. BUCKMAN	
Street Address 6 SYLVAN WAY		Street Address 6 SYLVAN WAY	
City PARSIPPANY	State NJ	City PARSIPPANY	State NJ
Zip 07054		Zip 07054	
Secretary Name JEANNE M. MURPHY		Treasurer Name TERRY E. KRIDLER	
Street Address 6 SYLVAN WAY		Street Address 6 SYLVAN WAY	
City PARSIPPANY	State NJ	City PARSIPPANY	State NJ
Zip 07054		Zip 07054	
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name STEPHEN P. HOLMES		Director Name ERIC E. PFEFFER	
Street Address 6 SYLVAN WAY		Street Address 6 SYLVAN WAY	
City PARSIPPANY	State NJ	City PARSIPPANY	State NJ
Zip 07054		Zip 07054	
Director Name JAMES E. BUCKMAN		Director Name	
Street Address 6 SYLVAN WAY		Street Address	
City PARSIPPANY	State NJ	City	State
Zip 07054		Zip	
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)			
AUTHORIZED SHARES			
Number of Shares	1,000	Class/Series	Par Value \$1.00
1,000 SHS \$1.00 PAR VALUE			
11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)			
ISSUED SHARES			
Number of Shares	100	Class/Series	Par Value \$1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 8 8 2 8 *

File Date: **Feb 2, 99**

Check No.: **173341**

By: **[Signature]**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] **1/26/99**
Signature of Officer Date

Birgit S. Philipp
Print or Type Name of Officer

Vice President
Title of Officer

Wednesday, February 03, 1999

Stephen P. Holmes **Director**
Primary Address: 6 Sylvan Way
Parsippany, New Jersey 07054

James E. Buckman **Director**
Primary Address: 6 Sylvan Way
Parsippany, New Jersey 07054

Eric E. Pfeffer **Director**
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Ramesh Gokal President and Chief Operating Officer
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

James E. Buckman Senior Executive Vice President, General Counsel and Assistant Secretary
Primary Address: 6 Sylvan Way
Parsippany, New Jersey 07054

Scott E. Forbes **Executive Vice President and Associate General Counsel**
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

David M. Johnson Executive Vice President, Finance
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Thomas Bernardo Executive Vice President Franchise Sales and Development
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Scott E. Forbes Executive Vice President and Chief Accounting Officer
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Joel R. Buckberg	Senior Vice President, Legal and Assistant Secretary
Primary Address:	6 Sylvan Way Parsippany, NJ 07054

Terry E. Kridler Senior Vice President and Treasurer
Primary Address: 307 International Circle
Hunt Valley, MD 21030

Richard V. Leutwyler Senior Vice President, Reservations
Primary Address: 3838 East Van Buren Avenue
Phoenix, AZ 85032

Jeanne M. Murphy

Primary Address:

Senior Vice President and Secretary

6 Sylvan Way
Parsippany, NJ 07054

Knights Franchise Systems, Inc.

Jeffrey I. Burnett

Vice President, Legal and Assistant Secretary

Primary Address:

6 Sylvan Way
Parsippany, NJ 07054

Birgit S. Philip

Vice President, Tax

Primary Address:

6 Sylvan Way
Parsippany, NJ 07054



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **88828** 2. Name of Corporation **KNIGHTS FRANCHISE SYSTEMS, INC.**
3. Street Address Principal Business Office **6 SYLVAN WAY** City **PARSIPPANY** State **NEW JERSEY** Zip **07054**
4. Business Phone No. **(973) 496-5036** 5. State of Incorporation **DELAWARE** 6. SIC Code

7. Brief Description of the Character of Business Conducted in Rhode Island
FRANCHISOR OF THE KNIGHTS INN LODGING SYSTEM

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) **X**

President Name RAMESH GOKAL Street Address 601 BENINGTON PLACE City CHARLOTTE State NC Zip 28212	Vice President Name JAMES E. BUCKMAN Street Address 99 WOODFIELD ROAD City SUMMIT State NJ Zip 07078
Secretary Name JEANNE M. MURPHY Street Address 47 N. VAN DIEN AVENUE City RIDGEWOOD State NJ Zip 07450	Treasurer Name MICHAEL MONACO Street Address 18 ORCHARD PLACE City BRONXVILLE State NY Zip 10708

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) **XX**

Director Name STEPHEN P. HOLMES Street Address 43 GREENVIEW DRIVE City PEQUANNOCK State NJ Zip 07440	Director Name Street Address City State Zip
Director Name Street Address City State Zip	Director Name Street Address City State Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
1,000 SHS \$1.00 PAR VALUE **\$1.00**
Common

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
100 **Common** **\$1.00**

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: 8/13/98
Check No.: 152786

By: LP

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer Scott E. Forbes Date 6/25/98

Print or Type Name of Officer
SCOTT E. FORBES

Title of Officer
EXECUTIVE VICE PRESIDENT

Directors, Officers Report

Knights Franchise Systems, Inc.

Wednesday, July 08, 1998

DIRECTORS

James E. Buckman **Director**
Primary Address: 6 Sylvan Way
Parsippany, New Jersey 07054
Home Address: 99 Woodfield Road
Short Hills, New Jersey 07078

Stephen P. Holmes **Director**
Primary Address: 6 Sylvan Way
Parsippany, New Jersey 07054
Home Address: 18 Keech-Briar Lane
Pompton Plains, NJ 07444

OFFICERS

Jeanne M. Murphy **Secretary, Senior Vice President and Corporate Counsel**
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054
Home Address: 47 North Van Dien Avenue
Ridgewood, NJ 07450

Ramesh Gokal **President and Chief Operating Officer**
Primary Address: None given
Home Address: 601 Benington Place
Charlotte, NC 28212

Scott E. Forbes **Senior Vice President, Finance and Treasurer**
Primary Address: 6 Sylvan Way
Parsippany, NJ 07054
Home Address: 132 Washington Avenue
Morristown, NJ 07960

Michael P. Monaco **Vice Chairman and Chief Financial Officer**
Primary Address: 6 Sylvan Way
Parsippany, New Jersey 07054
Home Address: 18 Orchard Place
Bronxville, NY 10708

James E. Buckman **Executive Vice President, General Counsel & Assistant Secretary**
Primary Address: 6 Sylvan Way
Parsippany, New Jersey 07054
Home Address: 99 Woodfield Road
Short Hills, New Jersey 07078

John M. Osborne **Executive Vice President, Franchise Sales**
Primary Address: 6 Sylvan Way
Parsippany, New Jersey 07054
Home Address: 210 Mendham Road
Bernardsville, New Jersey 07924

Richard A. Smith **Executive Vice President Operations**
Primary Address: 6 Sylvan Way

Knights Franchise Systems, Inc.

Home Address:	Parsippany, New Jersey 07054 11 Charlotte Hill Drive Bernardsville, New Jersey 07924	
Robert C. Zapletal		Executive Vice President Marketing
Primary Address:	6 Sylvan Way Parsippany, NJ 07054	
Home Address:	15 Breed's Hill Place Wilton, CT 06897	
Joel R. Buckberg		Senior Vice President, Legal and Assistant Secretary
Primary Address:	6 Sylvan Way Parsippany, NJ 07054	
Home Address:	67 Lookout Road Mountain Lakes, NJ 07046	
George W. Crist, III		Regional Vice President, Sales
Primary Address:	None given	
Home Address:	1905 Shelburne Cove Marietta, GA 30068	
Rick George		Regional Vice President, Sales
Primary Address:	None given	
Home Address:	2252 North Southport Chicago, IL 60614	
David Hardy		Vice President, Franchise Services
Primary Address:	6 Sylvan Way Parsippany, NJ 07054	
Home Address:	30 Halstead Street Verona, NJ 07044	
Richard V. Leutwyler		Vice President, Reservations
Primary Address:	3838 East Van Buren Avenue Phoenix, AZ 85032	
Home Address:	10380 E. Corrine Drive Scottsdale, AZ 85260	
Russell Moserowitz		Vice President, Franchise Compliance
Primary Address:	6 Sylvan Way Parsippany, NJ 07054	
Home Address:	10 Diane Court Randolph, NJ 07869	
Linda A. Priest		Vice President, Tax
Primary Address:	6 Sylvan Way Parsippany, NJ 07054	
Home Address:	3047 Gates Court Morris Plains, NJ 07950	
Richard M. Saltzman		Vice President, Franchise Sales & Administration
Primary Address:	6 Sylvan Way Parsippany, NJ 07054	
Home Address:	36 Valley Road Randolph, NJ 07869	
Leonard R. Smith		Regional Vice President, Sales
Primary Address:	None given	
Home Address:	6702 Duffield Drive Dallas, TX 75248	

Knights Franchise Systems, Inc.

Scott Bojezuk

Assistant General Counsel, Assistant Secretary

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054
Home Address: 100 Essex Road
Summit, NJ 07901

Jeffrey I. Burnett

Assistant General Counsel, Assistant Secretary

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054
Home Address: 207 Dogwood Lane
Berkeley Heights, NJ 07922

Jeffrey A. Klatzkow

Assistant General Counsel, Assistant Secretary

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054
Home Address: 6 Michael Road
Simsbury, CT 06070

Richard J. Wolf

Assistant General Counsel, Assistant Secretary

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054
Home Address: 44 Elm Street
Millburn, NJ 07041



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **88828** 2. Name of Corporation **Knights Franchise Systems, Inc.**
3. Street Address Principal Business Office City State Zip
6 Sylvan Way **Parsippany** **New Jersey** **07054**
4. Business Phone No. 5. State of Incorporation 6. SIC Code
(201) 359-5270 **DELAWARE**

7. Brief Description of the Character of Business Conducted in Rhode Island

Franchisor of the Knights Inn lodging system

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) X

President Name	Vice President Name
Ramesh Gokal	James E. Buckman
Street Address	Street Address
601 Benington Place	99 Woodfield Road
City State Zip	City State Zip
Charlotte NC 28212	Summit NJ 07078
Secretary Name	Treasurer Name
Jeanne M. Murphy	Michael Monaco
Street Address	Street Address
47 N. Van Dien Avenue	
City State Zip	City State Zip
Ridgewood NJ 07450	

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) XX

Director Name	Director Name
Stephen P. Holmes	
Street Address	Street Address
43 Greenview Drive	
City State Zip	City State Zip
Pequannock NJ 07440	
Director Name	Director Name
Street Address	Street Address
City State Zip	City State Zip

10. SHARES AUTHORIZED AND ISSUED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 SHS	\$1.00	PAR VALUE			

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 8 8 8 2 8 *

File Date: 1/23/98
Check No.: 191397
By: KUD

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Scott E. Forbes 1/16/98
Signature of Officer Date
Scott E. Forbes
Print or Type Name of Officer
Sr. Vice President
Title of Officer

**KNIGHTS FRANCHISE SYSTEMS, INC.
OFFICERS AND DIRECTORS
Six Sylvan Way
Parsippany, NJ 07054**

NAME/ADDRESS/PHONE	TITLE	SOCIAL SECURITY NO.
John Snodgrass 67 Prospect Hill Road Summit, NJ 07901 (908) 277-3203	Chief Executive Officer Director	411-78-7445
Stephen P. Holmes 43 Greenview Drive Pegannock, NJ 07440 (201)628-1992	Director	122-44-7494
Ramesh Gokal 601 Benington Place Charlotte, NC 28212 (704) 364-2533	President Chief Operating Officer	238-23-9150
John Osborne 210 Mendham Road Bernardsville, NJ 07924 (908) 953-0441	Executive Vice President, Franchise Sales	049-36-1963
Richard Smith 27 Morning Star Drive Sparta, NJ 07871 (201) 729-3240	Executive Vice President, Operations	260-92-7654
James E. Buckman 99 Woodfield Road Summit, NJ 07078 (201) 564-9572	Senior Executive Vice President General Counsel and Assistant Secretary Director	077-36-6845
Michael Monaco 350 East 79th Street, Apt. 33A New York, NY 10021 (212)628-5304	Vice Chairman Chief Financial Officer Director	137-40-8230

KNIGHT'S FRANCHISE SYSTEMS, INC.
OFFICERS AND DIRECTORS
 Six Sylvan Way
 Parsippany, NJ 07054

Robert C. Zapletal 15 Breed's Hill Place Wilton, CT 06897 (203) 762-1183	Executive Vice President, Marketing	089-34-5389
Scott Fortes 132 Washington Avenue Morristown, NJ 07960 (201) 455-1548	Senior Vice President, Finance Treasurer	145-54-5820
Jeanne M. Murphy 47 N. Van Dien Avenue Ridgewood, NJ 07450 (201) 455-6948	Senior Vice President, Corporate Counsel and Secretary	122-46-2949
Joel R. Buckberg 67 Lookout Road Mountain Lakes, NJ 07046 (201) 299-8074	Senior Vice President, Legal and Assistant Secretary	125-42-5387
Russell Moserowitz 10 Monhegon Avenue Rockaway, NJ 07866 (201) 586-9252	Vice President, Franchise Compliance	136-66-1448
Richard Leutwyler 4506 E. Sunnyside Lane Phoenix, AZ 85032	Vice President, Reservations	479-82-6408
David Hardy 30 Halstead Street Verona, NJ 07044 (201)857-7655	Vice President, Franchise Services	005-54-4268
Richard Salzman 36 Valley Road Randolph, NJ 07869 (201) 328-7427	Vice President, Franchise Sales Admin	145-58-0430

KNIGHTS FRANCHISE SYSTEMS, INC.
OFFICERS AND DIRECTORS
 Six Sylvan Way
 Parsippany, NJ 07054

Linda Priest 3047 Gates Court Morris Plains, NJ 07950 (201)267-1095	Vice President, Taxes	571-92-0237
William Crist	Regional Vice President, Franchise Sales	
Rick George	Regional Vice President, Franchise Sales	
John Johnson	Regional Vice President, Franchise Sales	
Leonard Smith	Regional Vice President, Franchise Sales	
Richard Wolf 44 Elm Street Milburn, NJ 07041 (201) 761-1341	Assistant Secretary Assistant General Counsel	156-56-3869
Scott Bojczuk 100 Essex Road Summit, NJ 07901 (908) 522-0296	Assistant Secretary Assistant General Counsel	138-68-6969
Jeffrey A. Klatzkow 6 Michael Road Simsbury, CT 06070 (860)651-8288	Assistant Secretary Assistant General Counsel	081-48-9028
Jeffrey I. Burnett 207 Dogwood Lane Berkeley Heights, NJ 07922 (908) 665-9075	Assistant Secretary Assistant General Counsel	137-40-4462