

State of Idaho

Department of State

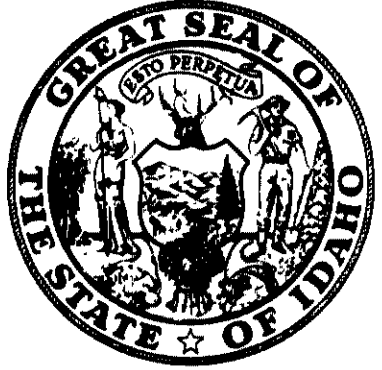
CERTIFICATE OF AUTHORITY OF

STERLING HOTELS CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of STERLING HOTELS CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to STERLING HOTELS CORPORATION to transact business in this State under the name STERLING HOTELS CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated August 30, 1991



Pete T. Cenarrusa
SECRETARY OF STATE

Elizabeth M Zabala
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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1. The name of the corporation is Sterling Hotels Corporation

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of California

4. The date of its incorporation is August 1987 (3rd) and the period of its duration is _____

5. The address of its principal office in the state or country under the laws of which it is incorporated is

4211 S. Broad Street, San Luis Obispo, CA 93401

6. The address to which correspondence should be addressed, if different from that in item 5.

same

7. The street address of its proposed registered office in Idaho is 1025 S. Capitol Blvd., Boise, ID 83706, and the name of its proposed

registered agent in Idaho at that address is Joseph Orr

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Hotel operations

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>R. Morgan Burkett</u>	<u>President/Director</u>	<u>4211 S. Broad St., San Luis Obispo, CA 93401</u>
<u>Robert L. Griffin</u>	<u>Vice President</u>	<u>4211 S. Broad St., San Luis Obispo, CA 93401</u>
<u>Terry L. Westrope</u>	<u>Secretary</u>	<u>4211 S. Broad St., San Luis Obispo, CA 93401</u>
<u>James C. Tyree</u>	<u>Director</u>	<u>350 N. Clark St., Chicago, IL 60601</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

Name

Office

Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 8/27/91

Sterling Hotels Corporation
(Corporation Name)

By Robert L. Griffin
Its President (Vice President) (please specify)

and Terry L. Westrope
As (Secretary) Assistant Secretary (please specify)

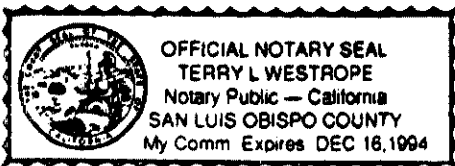
STATE OF California)

) ss:

COUNTY OF San Luis Obispo)

I, Terry L. Westrope, a notary public, do hereby certify that on this 27th day of August, 19 91, personally appeared before me Robert L. Griffin, who being by me first duly sworn, declared that (s)he is the Vice President of Sterling Hotels Corporation.

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.



Terry L. Westrope
Notary Public

RE
SEC.

State of California

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 3RD day of AUGUST, 19 87,

STERLING HOTELS CORPORATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
day of

21ST AUGUST, 1991

March Fong Eu

Secretary of State