

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF MOTELS OF AMERICA INC., A DELAWARE CORPORTION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MOTELS OF AMERICA INC., A DELAWARE 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 MOTELS OF AMERICA INC., A DELAWARE CORPORATION to transact business in this State under the name MOTELS OF AMERICA INC., A DELAWARE CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated August 12, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Matthews

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

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SECRETARY OF STATE

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SECRETARY OF STATE

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:

1. The name of the corporation is MOTELS OF AMERICA INC., A DELAWARE CORPORATION.

2. It is incorporated under the laws of Delaware; the date of its incorporation is January 10, 1986; and the period of its duration is perpetual.

3. The address of its principal office in the state under the laws of which it is incorporated is: c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801.

4. The name and street address of its proposed registered agent in Idaho is the C T CORPORATION SYSTEM, 300 North Sixth Street, Boise, Idaho, 83702.

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

A. To engage in any business whatsoever, either as principal or agent, or as both, which the corporation may deem convenient, and particularly, the business of owning and operating motels.

B. To engage in generally, and to carry on any lawful trade which may, in the judgment of the Board of Directors, at any time, be necessary, useful or advantageous to this corporation.

C. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:

(a) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation provided that the money or property of the corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

(b) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes, and other securities and obligations of this corporation.

(c) To borrow money and give security therefor.

(d) To enter into, make, perform and carry out contracts of every kind of any lawful purpose pertaining to its business, with any individual, entity, firm, association or corporation, or with any government, municipality or public authority, domestic or foreign.

(e) To do every thing necessary, proper, convenient or incidental to the accomplishment of this corporation or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its property or rights.

(f) To do any and all things in this Article set forth to the same extent a natural person might or could do in any part of the world as principals, agents, contractors, trustees, or otherwise, either alone or in the company with others.

The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho, and nothing contained herein shall be deemed to authorize or permit the corporation,

MOTELS OF AMERICA, INC., A DELAWARE CORPORATION,

to carry on any business, to exercise any power, or to do any act which a corporation formed under the Uniform Business Corporation Act of the State of Idaho, or any amendment thereto or substitute therefor may not at any time lawfully carry on or do.

6. That the names and address of the Directors of the corporation are as follows:

C. Michael Dolan, P.O. Box 2530, Cody, WY 82414
Guy E. Hatfield, 6108 Avenida Cresta, La Jolla, CA 92037
Charles Riedel, 4774 Seda Drive, San Diego, CA 92124

7. That the names, addresses and titles of the officers of the corporation are as follows:

C. Michael Dolan, President, P.O. Box 2530, Cody, WY 82414
Guy E. Hatfield, Chairman & CEO, 6108 Avenida Cresta, La Jolla, CA 92037
Charles Riedel, Exec. VP & Secretary, 4774 Seda Dr., San Diego, CA 92124
Ian Gardner-Smith, Sr. VP-Finance, P.O. Box 8332, La Jolla, CA 92037
Vernon Ellis, Treasurer, 6073 Madra, San Deigo, CA 92120

8. The aggregate number of shares which the corporation has the authority to issue is 3,000 common shares, at no par value per share par value.

9. At the time of the filing of this application, the corporation has issued 344 shares of common stock, at \$ 1.00 per share par value.

DATED this 7th day of July, 1987.


CHARLES A. RIEDEL, Secretary

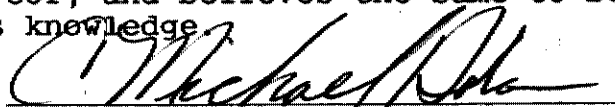

(Secretary) PRESIDENT

VERIFICATION

STATE OF California)
County of San Diego)
SS.

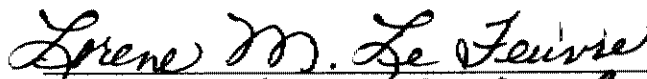
COMES NOW C. MICHAEL DOLAN, known to me to be the President of the
aforementioned corporation, and being first duly sworn on oath,
deposes and states as follows:

A DELAWARE CORPORATION,
That he is the President of MOTELS OF AMERICA, INC., and has authority
to act on behalf of said corporation; that he has read the foregoing
APPLICATION, knows the contents thereof, and believes the same to be
true and accurate to the best of his knowledge.



C. MICHAEL DOLAN
AFFIANT/PRESIDENT

SUBSCRIBED AND SWORN to before me this 9th day of July, 1987



Notary Public for: San Diego County
Residing at: 9546 Graham Terrace #13
Exp: Santee, Ca 92071



12-25-90

State of Delaware

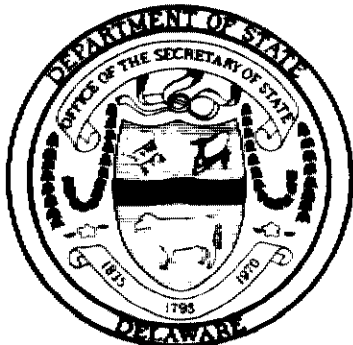


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SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY MOTELS OF AMERICA INC., A DELAWARE CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins
Michael Harkins, Secretary of State

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AUTHENTICATION:

DATE: 07/17/1987



Motels of America

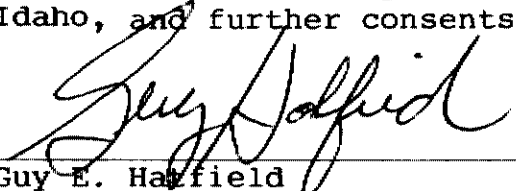
August 10, 1987

Eberle, Berlin, et al
300 N. 6th Street
Boise, ID 83701

Attn: Wilma Armstrong

Gentlemen:

On behalf of Motels of America Corporation, an Idaho corporation, the undersigned hereby consents to the qualification of Motels of America, Inc., A Delaware Corporation, as a foreign business in the State of Idaho, and further consents to the use of such name by the company.



Guy E. Hatfield
CEO & Chairman of the Board



Charles A. Riedel
Exec. Vice President & Secretary