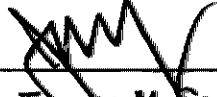


No. C 65724	Annual Report Form 1999 Due No Later Than November 30.		2. Registered Agent and Office NOT A P.O. BOX																				
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1. Mailing Address - Please Correct, If Not Correct		PRENTICE-HALL CORP SYSTEMS 1401 SHORELINE DR BOISE ID 83702																				
	CHOICE HOTELS INTERNATIONAL, TAX DEPARTMENT 10750 COLUMBIA PIKE SILVER SPRING MD 20901		3. Organized Under the Laws of: DE C 65724																				
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one)																							
<table border="0"> <thead> <tr> <th data-bbox="92 695 604 840">5. Signature of New Registered Agent</th> <th colspan="4" data-bbox="604 695 1549 840">6.</th> </tr> <tr> <th></th> <th data-bbox="604 695 759 840">Office held</th> <th data-bbox="759 695 892 840">Name</th> <th data-bbox="892 695 1090 840">Street or P.O. Address</th> <th data-bbox="1090 695 1172 840">City</th> <th data-bbox="1172 695 1288 840">State</th> <th data-bbox="1288 695 1549 840">Zip</th> </tr> </thead> <tbody> <tr> <td></td> <td>See Attached</td> <td></td> <td>10750 Columbia Pike</td> <td>Silver Spring</td> <td>MD</td> <td>20901</td> </tr> </tbody> </table>					5. Signature of New Registered Agent	6.					Office held	Name	Street or P.O. Address	City	State	Zip		See Attached		10750 Columbia Pike	Silver Spring	MD	20901
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	Office held	Name	Street or P.O. Address	City	State	Zip																	
	See Attached		10750 Columbia Pike	Silver Spring	MD	20901																	
5. Signature of New Registered Agent		Signature  Name (Typed or Printed) JOSEPH M. SQUERI			Date NOV 10 1999 Title SR. VP, CFO, TREASURER																		

ISSUED: 07-03-1999

1443

CHOICE HOTELS INTERNATIONAL, INC.

Directors

Stewart Bainum, Jr., Barbara Bainum, Charles A. Ledsinger, Jr., Lawrence R. Levitan, Gerald W. Pettitt, James H. Rempe, Jerry E. Robertson and Raymond E. Schultz

Officers

Charles A. Ledsinger, Jr.	Chief Executive Officer & President
Steven T. Schultz	Executive Vice President, Franchise Operations
Joseph M. Squeri	Senior Vice President, Chief Financial Officer & Treasurer
Thomas Mirgon	Senior Vice President, Administration
Michael J. DeSantis	Senior Vice President, General Counsel & Secretary
Mark C. Wells	Senior Vice President, Marketing
William Weatherford	Senior Vice President, Franchise Operations, Southeast Region
Brendan M. Ebbs	Senior Vice President, Franchise Operations, Northeast Region
Bruno Geny	Senior Vice President, International
Eric Bauer	Vice President, Strategy & Business Development
Daniel Rothfeld	Vice President, Partner Services
Kevin Rooney	Assistant General Counsel and Assistant Secretary

June 8, 1999