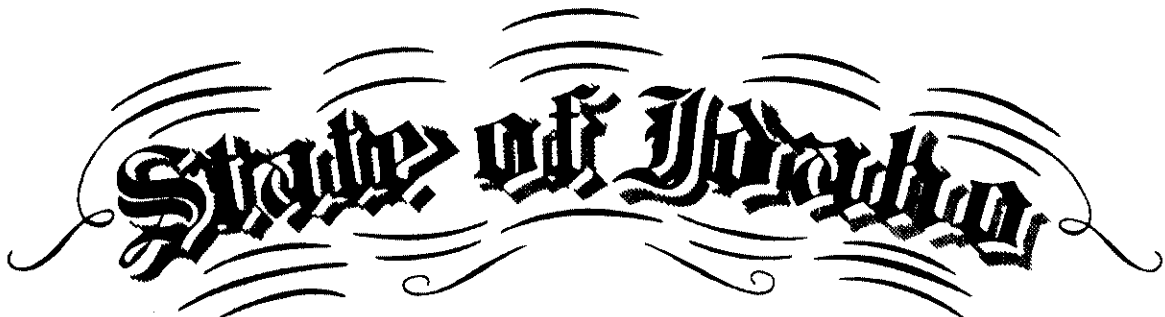


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Department of State.

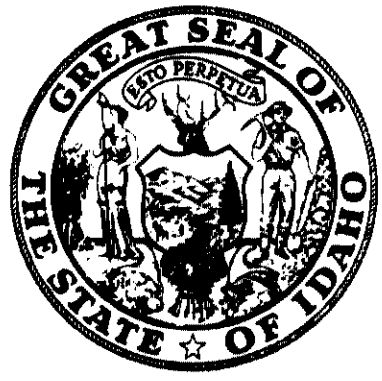
**CERTIFICATE OF AUTHORITY
OF**

VIP'S MOTOR INNS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of VIP'S MOTOR INNS, INC. 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 VIP'S MOTOR INNS, INC. to transact business in this State under the name VIP'S MOTOR INNS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated October 25, 1990



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
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:

1. The name of the corporation is VIP SMOOK Inns, Inc.

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 the State of Oregon

4. The date of its incorporation is March 19, 1990 and the period of its duration is perpetual

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

280 Liberty Street S.E., Suite 300, Salem, Oregon 97301

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 300 North 6th Street, Boise, Idaho 83701, and the name of its proposed

registered agent in Idaho at that address is C T Corporation System

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

own and/or operate hotels/motels

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

Name	Office	Address
<u>Bob L. Smith</u>	<u>President</u>	<u>280 Liberty St. SE, Suite 300, Salem, OR</u>
<u>Steven V. Johnson</u>	<u>VP/Secretary</u>	<u>280 Liberty St. SE, Suite 300, Salem, OR</u>
<u>Peter J. Gadinas</u>	<u>Treasurer</u>	<u>280 Liberty St. SE, Suite 300, Salem, OR</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: _____

VIP'S Motor Inns, Inc.

(Corporation Name)

By [Signature] /President

Its President/Vice President (please specify)

and [Signature] /Secretary

Its Secretary/ Assistant Secretary (please specify)

STATE OF OREGON)

) ss:

COUNTY OF MARION)

I, Diane Beyer, a notary public, do hereby certify that on

this 19th day of October, 19 90, personally appeared before

me Bob L. Smith and Steven V. Johnson, who being by me first duly sworn, declared that ^{they} ~~is~~

~~are~~ ^{are} the President and Secretary of VIP'S Motor Inns, Inc.

that ^{they} ~~is~~ signed the foregoing document as President and Secretary of the corporation and that the statements therein contained are true.

[Signature]
Notary Public



Office of the Secretary of State Corporation Division

I, **Janet Sullivan**, *Director of the Corporation Division*,

DO HEREBY CERTIFY:

VIP'S MOTOR INNS, INC. was incorporated under the Oregon Business Corporation Act on March 19, 1990 and is an existing corporation on the records of the Corporation Division as of the date of this certificate.

Janet Sullivan

Director

By *Reble Urug*.....

Date *July 23, 1990*.....