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98 NOV 13 AM 8:35  
SECRETARY OF STATE  
STATE OF IDAHO

AMENDMENT TO  
THE AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
AMERITEL INNS, INC.

ARTICLES OF AMENDMENT of the Amended and Restated  
Articles of Incorporation of AmeriTel Inns, Inc., are hereby  
executed by said Corporation as follows:

1. The name of the Corporation is AmeriTel Inns, Inc.
2. The amendment to the Amended and Restated Articles  
of Incorporation of said Corporation is the following:

Article 4 thereof is deleted and the following is  
substituted thereof:

4. Authorized Shares.

The aggregate number of shares which the Corporation  
shall have authority to issue is one hundred and fifty thousand  
(150,000) shares, of which one hundred and forty-five thousand  
(145,000) shares of no par value per share shall be designated  
non-voting common shares and five thousand (5,000) shares of one  
dollar (\$1) par value per share shall be designated voting common  
shares.

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Each share of voting common stock shall have the same rights, privileges and voting power and each share of non-voting common stock shall have the same rights and privileges as each other share of both voting and non-voting common stock and shall be non-assessable, except that shares of non-voting common stock shall not be entitled to vote.

3. The date of the adoption of said amendment by the shareholders of the Corporation was August 4, 1998.

4. The number of shares of AmeriTel Inns, Inc. outstanding is One Thousand (1,000) shares of common stock. All of those shares were entitled to vote on the amendment.

5. In accordance with Idaho Code § 30-1-1006, the number of shares voted for and against said amendment, respectively, were as follows:

For Amendment 1,000 shares

Against Amendment 0 shares

DATED this 4th day of August, 1998.

AMERITEL INNS, INC.

By Glen R. Black  
Its President

Attest:

J. Scott Ableman

"Secretary"

STATE OF IDAHO )  
County of Ada ) ss.

On this 4th day of August, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared, Glen R. Black, President of AmeriTel Inns, Inc., an Idaho corporation, known or identified to me to be the entity whose name is subscribed in the instrument, and acknowledged to me that he, on behalf of AmeriTel Inns, Inc. executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)

Edward D. Owens  
Notary Public for Idaho  
My Commission expires: 10/11/99