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State of Idaho

Department of State

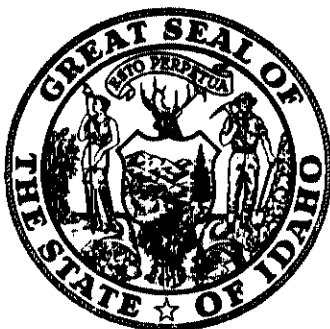
CERTIFICATE OF AUTHORITY OF

HFS BRANDS, INC.

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

Dated: November 3, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*

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:

NOV 3 5 53 AM '91
SECRETARY OF STATE

1. The name of the corporation is HFS Brands, Inc.

2. The name which it shall use in Idaho is HFS Brands, Inc.

(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 Delaware

4. The date of its incorporation is December 30, 1991 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

32 Loockerman Square, Suite L-100, Dover, DE 19901

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

339 Jefferson Road, Parsippany, NJ 07054

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed

registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

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

Lodging Franchisor

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

Name	Office	Address
<u>See attached list.</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: October 14, 1992

HFS Brands, Inc.

(Corporation Name)

By Scott E. Forbes

Its President/ Vice President (please specify)

Scott E. Forbes, Sr. VP

and Richard M. Saltzman

Its Secretary/ Assistant Secretary (please specify)

Richard M. Saltzman, Asst. Secretary

STATE OF New Jersey)

) ss:

COUNTY OF Morris)

I, Charlotte Van Duyne, a notary public, do hereby certify that on this 14th day of October, 1992, personally appeared before me Scott E. Forbes, who being by me first duly sworn, declared that (s)he is the Sr. VP of HFS Brands, Inc.

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

CHARLOTTE A. VAN DUYNE
A Notary Public of New Jersey
My Commission Expires 3/5/95

Charlotte A. Van Duyne
Notary Public

As of 10/1/92

LIST OF OFFICERS AND DIRECTORS OF
HFS BRANDS, INC.

<u>Name and Address</u>	<u>Office or Position Held</u>	<u>Home Phone & Social Security Number</u>
Henry R. Silverman 4 East 72nd Street New York, NY 10021	Chairman of the Board Chief Executive Officer Director	(212) 535-3232 090-32-7069
Peter G. Peterson 435 E. 52nd Street 11G New York, NY 10022	Director	(212) 836-9800 506-22-4979
Stephen A. Schwarzman The Lowell 28 E. 63rd Street New York, NY 10021	Director	(212) 836-9800 199-36-9942
James R. Birle 75 Clapboard Ridge Rd Greenwich, CT 06830	Director	(212) 836-9800 188-28-0400
Mark J. Kenyon 5 Whitlaw Lane Chappaqua, NY 10514	Director	(212) 836-9800 555-86-4021
Mark T. Gallogly 35 West 92nd St. Apartment 5A New York, NY 10025	Director	(212) 749-5323 037-32-5654
James Mossman 345 Park Avenue New York, NY 10154	Director	
John D. Snodgrass 46 Woodmere Drive Summit, NJ 07901	President, Chief Operations Officer Director	(908) 277-3203 411-78-7445
Stephen P. Holmes 43 Greenvew Drive Pequannock, NJ 07440	Executive Vice President Chief Financial Officer Treasurer	(201) 628-1992 122-44-7494
James E. Buckman 99 Woodfield Road Short Hills, NJ 07080	Executive Vice President and General Counsel Assistant Secretary	(201) 564-9572 077-36-6845
Robert D. McGrail 10 Valley View Place N. Caldwell, NJ 07006	Executive Vice President, Marketing and Reservation Services	(201) 403-1302 014-22-7044

HFS BRANDS, INC.

<u>Name and Address</u>	<u>Office or Position Held</u>	<u>Home Phone & Social Security Number</u>
Gregory D. Casserly 1204 Brookhaven Park Atlanta, GA 30319	Executive Vice President, Franchise Sales	(404) 841-9150 082-64-2159
Richard A. Smith 4205 Springwood Circ. Marietta, GA 30062	Executive Vice President Franchise Operations	(404) 368-1192 260-92-7654
Douglas Patterson 5329 East Grovers Ave. Scottsdale, AZ 85254	Senior Vice President, Reservation Services	(602) 493-7465 256-96-1151
Craig P. Farrell 5624 Fort Fisher Way Norcross, GA 30092	Senior Vice President Sales	(404) 441-9414 329-36-4561
Jeanne M. Murphy 2 Lockwood Place Harrison, NY 10528	Vice President and Corporate Counsel Secretary	(914) 835-5308 122-46-2949
Michael K. Field 13 J Nob Hill Roseland, NJ 07068	Vice President Franchise Sales	(201) 403-3464 118-38-1263
Russell Moserowitz 10 Monhegon Avenue Rockaway, NJ 07866	Vice President Franchise Administration	(201) 586-9252 136-66-1448
Kenneth C. Whitney 161 W. 61st Street Apt. 23-H New York, NY 10023	Vice President	(212) 582-4557 156-52-6876
Scott E. Forbes 132 Washington Ave. Morristown, NJ 07960	Senior Vice President Corporate Controller	(201) 455-1548 145-54-5820
Frances M. Smith 5 Michele Court Allendale, NJ 07401	Senior Vice President Human Resources and Administrative Services	(201) 934-8163 145-38-5152
Carol Bivins 1384 Ragler Hall Road Atlanta, GA 30319	Vice President, Public Relations and Corporate Communications	(404) 261-4833 145-34-4833
Robert Hoagland 15 Braemar Drive Rockaway, NJ 07866	Vice President	(201) 586-9149 028-30-4625

HFS BRANDS, INC.

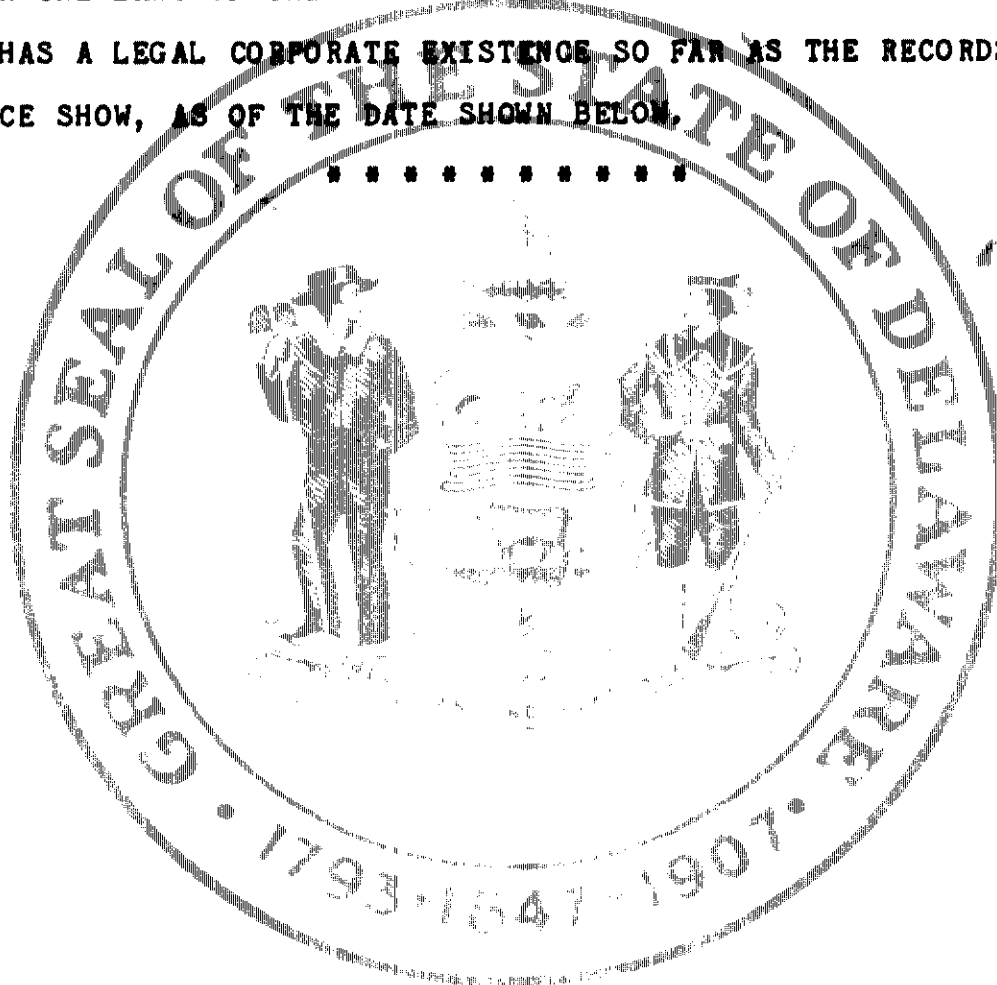
<u>Name and Address</u>	<u>Office or Position Held</u>	<u>Home Phone & Social Security Number</u>
Ann Kline 2 Golden Corner Way Randolph, NJ 07869	Vice President Purchasing	(201) 927-8706 275-30-2024
Keith Linde 2612 Leslie Drive Atlanta, GA 30045	Vice President Marketing Services	(404) 723-1548 128-36-7891
Kathie Fairchild 1336 E. Maryland #4 Phoenix, AZ 85014	Vice President Telecommunications Reservation Services Division	(602) 264-7761 526-64-9217
Roger Solomon 260 Woodrill Way Dunwoody, GA 30350	Vice President Worldwide Sales	(404) 393-4343 295-38-4026
Nancy Shina 5000 Battery Lane Bethesda, MD 20814	Vice President International Sales	(301) 907-0781 573-86-0485
Richard M. Saltzman 36 Valley Road Randolph, NJ 07869	Assistant General Counsel Assistant Secretary	(201) 328-7427 145-58-0430
Jeffrey I. Burnett 207 Dogwood Lane Berkely Heights, NJ 07922	Assistant Secretary	(908) 665-9075 137-40-4462

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10/1/92

State of Delaware
Office of the Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY HFS BRANDS, INC. 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.



Michael Ratchford

Michael Ratchford, Secretary of State

AUTHENTICATION: #3639153

DATE: 10/27/1992

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