

State of Idaho

Department of State.

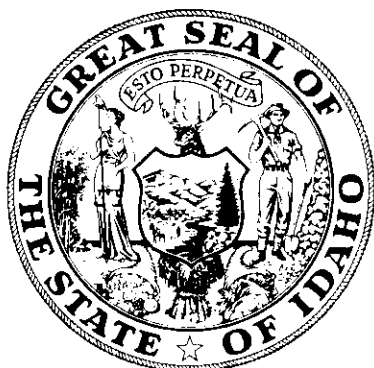
CERTIFICATE OF AUTHORITY OF

SHAUGHNESSY HOLDINGS, INC.

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

Dated **April 6, 1983**



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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: 53

1. The name of the corporation is Shaughnessy Holdings, Inc.
2. *The name which it shall use in Idaho is Shaughnessy Holdings, Inc.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is November 8, 1982 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 United Corporate Services, Inc., Agent, 410 South State Street, Dover, Delaware 19901
6. The address of its proposed registered office in Idaho is 2309 Mountain View Drive, Boise, County of Ada, Idaho 83704, and the name of its proposed registered agent in Idaho at that address is Jake W. Peterson
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To be engaged in businesses and activities relating or ancillary to the construction, development, operation and ownership of motels, hotels and similar places of lodging; to engage in any lawful act or activity for which corporations may be organized.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Barbara L. Manfrey;	President, Director-c/o	E.M. Warburg, Pincus & Co., Inc. 277 Park Avenue, New York, NY 10172
William I. Miller;	Vice President, Director	Same
Janet C. Kappleman;	Secretary	Same

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	No Par Value

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
None		

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated March 28, 1983, 1983.

Shaughnessy Holdings, Inc.

By

Barbara L. Manfrey

Its

President

and

Janet C. Koppelman

Its

Secretary

STATE OF New York)
)ss:
COUNTY OF New York)

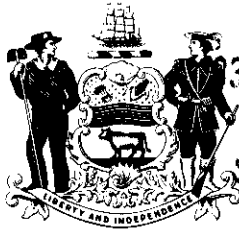
I, George M. Pellingier, a notary public, do hereby certify that on this 28th day of March, 1983, personally appeared before me Barbara L. Manfrey, who being by me first duly sworn, declared that he is the President of Shaughnessy Holdings, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

GEORGE M. PELLINGER
Notary Public, State of New York
No. 31-8317575
Qualified in New York County
Commission Expires March 30, 1985

George M. Pellingier
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



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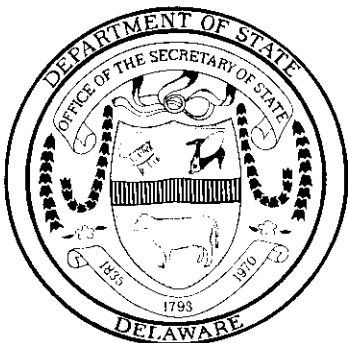
SECRETARY OF
STATE

State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on November 8, 1982.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *J. Ward*

DATE: February 16, 1983

CERTIFICATE OF INCORPORATION

of

SHAUGHNESSY HOLDINGS, INC.

9am
FILED

NOV 8 1982

[Signature]

FIRST: The name of the Corporation is Shaughnessy Holdings, Inc.

SECOND: The registered office of the Corporation in the State of Delaware is to be located at 410 South State Street in the City of Dover, County of Kent, and the name of its registered agent at such address is United Corporate Services, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The Corporation shall have authority to issue 1,000 shares of common stock, without par value.

FIFTH: The name and mailing address of the incorporator is Jerold M. Weiss, Esq., c/o Wachtell, Lipton, Rosen & Katz, 299 Park Avenue, New York, New York 10171.

SIXTH: The By-Laws of the Corporation may be made, altered, amended, changed, added to or repealed by the Board of Directors of the Corporation without the assent or vote of the shareholders.

SEVENTH: The Corporation shall, to the full extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, I have hereunto set my hand
this 5th day of November, 1982.

