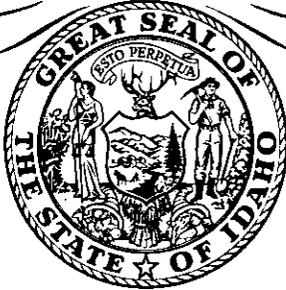


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

CROSS COUNTRY HOTEL CORP.,

a corporation duly organized and existing under the laws of **New York,** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **First** day of **August** 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **First** day of **August** 19 **62**, a designation of **Dale Clemons** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **First** day of **August**, A.D. 19**62**.

Secretary of State.

CERTIFICATE OF INCORPORATION OF

CROSS COUNTRY HOTEL CORP.

(PURSUANT TO ARTICLE TWO OF THE STOCK CORPORATION LAW)

WE, THE UNDERSIGNED, DESIRING TO FORM A CORPORATION PURSUANT TO ARTICLE TWO OF THE STOCK CORPORATION LAW OF THE STATE OF NEW YORK, DO HEREBY MAKE, SUBSCRIBE AND ACKNOWLEDGE THIS CERTIFICATE FOR THAT PURPOSE, AS FOLLOWS:

FIRST:- THE NAME OF THE PROPOSED CORPORATION IS
CROSS COUNTRY HOTEL CORP.

SECOND:- THE PURPOSES FOR WHICH THIS CORPORATION IS FORMED, ARE AS FOLLOWS, TO WIT:-

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TO PURCHASE, LEASE, OTHERWISE ACQUIRE AND TO SELL, OPERATE, MORTGAGE OR LEASE REAL PROPERTY, WHETHER IMPROVED OR UNIMPROVED AT OR ANY INTEREST THEREON, AND TO ANY AMOUNT IN THE CAPACITY OF PRINCIPAL AND/OR AGENT AND/OR BROKER, IN THE STATE OF NEW YORK, OR IN ANY STATE OF THE UNITED STATES, TERRITORY OF THE UNITED STATES OR A FOREIGN COUNTRY.

TO TAKE, BUY, EXCHANGE, LEASE OR OTHERWISE ACQUIRE REAL ESTATE AND ANY INTEREST OR RIGHT THEREIN, AND TO HOLD, OWN, OPERATE, CONTROL, MAINTAIN, MANAGE AND DEVELOP THE SAME AND TO CONSTRUCT, MAINTAIN, ALTER, MANAGE AND CONTROL DIRECTLY OR THROUGH OWNERSHIP OF STOCK IN ANY OTHER CORPORATION ANY AND ALL KINDS OF BUILDINGS, STORES, OFFICES, WAREHOUSES, MILLS, SHOPS, FACTORIES, MACHINERY AND PLANTS, AND ANY AND ALL OTHER STRUCTURES AND ERECTIONS WHICH MAY AT ANY TIME BE NECESSARY, USEFUL OR ADVANTAGEOUS FOR THE PURPOSES OF THIS CORPORATION.

TO SELL, ASSIGN AND TRANSFER, CONVEY, LEASE OR OTHERWISE ALIENATE OR DISPOSE OF, AND TO MORTGAGE OR OTHERWISE ES-

CUMBER THE LANDS, BUILDINGS, REAL AND PERSONAL PROPERTY OF THE CORPORATION WHEREVER SITUATED, AND ANY AND ALL LEGAL AND EQUITABLE INTERESTS THEREIN.

TO PURCHASE, SELL, LEASE, MANUFACTURE, DEAL IN AND DEAL WITH EVERY KIND OF GOODS, WARES AND MERCHANDISE, AND EVERY KIND OF PERSONAL PROPERTY, INCLUDING PATENTS AND PATENT RIGHTS, CHATTELS, EASEMENTS, PRIVILEGES AND FRANCHISES WHICH MAY LAWFULLY BE PURCHASED, SOLD, PRODUCED OR DEALT IN BY CORPORATIONS FORMED UNDER ARTICLE TWO OF THE STOCK CORPORATION LAW OF THE STATE OF NEW YORK.

TO PURCHASE, ACQUIRE, HOLD AND DISPOSE OF THE STOCKS, BONDS AND OTHER EVIDENCES OF INDEBTEDNESS OF ANY CORPORATION, DOMESTIC OR FOREIGN, AND TO ISSUE IN EXCHANGE THEREFOR ITS STOCKS, BONDS, OR OTHER OBLIGATIONS, AND TO EXERCISE IN RESPECT THEREOF ALL THE RIGHTS, POWERS AND PRIVILEGES OF INDIVIDUAL OWNERS, INCLUDING THE RIGHT TO VOTE THEREON; AND TO AID IN ANY MANNER PERMITTED BY LAW ANY CORPORATION OF WHICH ANY BONDS OR OTHER SECURITIES OR EVIDENCES OF INDEBTEDNESS OR STOCKS ARE HELD BY THIS CORPORATION, AND TO DO ANY ACTS OR THINGS DESIGNED TO PROTECT, PRESERVE, IMPROVE OR ENHANCE THE VALUE OF ANY SUCH BONDS OR OTHER SECURITIES OR EVIDENCE OF INDEBTEDNESS OR STOCK.

THE FOREGOING AND FOLLOWING CLAUSES SHALL BE CONSTRUED AS OBJECTS AND POWERS IN FURTHERANCE AND NOT IN LIMITATION OF THE GENERAL POWERS CONFERRED BY THE LAWS OF THE STATE OF NEW YORK; AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING AND FOLLOWING ENUMERATION OF SPECIFIC POWERS SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER THE POWERS OF THIS CORPORATION, AND THAT THIS CORPORATION MAY DO ALL AND EVERYTHING NECESSARY, SUITABLE OR PROPER FOR THE ACCOMPLISHMENT OF ANY OF THE PURPOSES OR OBJECTS HEREINABOVE ENUMERATED EITHER ALONE OR IN ASSOCIATION WITH OTHER CORPORATIONS, FIRMS, OR INDIVIDUALS, TO THE SAME EXTENT AND AS FULLY AS INDIVIDUALS MIGHT OR COULD DO AS PRINCIPALS, AGENTS,

CONTRACTORS OR OTHERWISE.

NOTHING IN THIS CERTIFICATE CONTAINED, HOWEVER, SHALL AUTHORIZE THE CORPORATION TO CARRY ON ANY BUSINESS OR EXERCISE ANY POWERS IN ANY STATE OR COUNTRY WHICH A SIMILAR CORPORATION ORGANIZED UNDER THE LAWS OF SUCH STATE OR COUNTRY COULD NOT CARRY ON OR EXERCISE; TO ENGAGE WITHIN OR WITHOUT THE STATE OF NEW YORK IN THE BUSINESS OF A LIGHTING OR A TRANSPORTATION CORPORATION, OR IN THE COMMON CARRIER BUSINESS, OR TO ISSUE BILLS, NOTES OR OTHER EVIDENCE OF DEBT FOR CIRCULATION AS MONEY.

THIRD:- THE AMOUNT OF THE CAPITAL STOCK SHALL BE THE TOTAL NUMBER OF SHARES THAT MAY BE ISSUED BY THE CORPORATION IS 200, ALL OF WHICH SHALL BE WITHOUT PAR VALUE. THE CAPITAL OF THE CORPORATION SHALL BE AT LEAST EQUAL TO THE SUM OF THE AGGREGATE PAR VALUE OF ALL ISSUED SHARES HAVING PAR VALUE, PLUS THE AGGREGATE AMOUNT OF CONSIDERATION RECEIVED BY THE CORPORATION FOR THE ISSUANCE OF SHARES WITHOUT PAR VALUE, PLUS SUCH AMOUNTS AS, FROM TIME TO TIME, BY RESOLUTION OF THE BOARD OF DIRECTORS, MAY BE TRANSFERRED THERETO.

FOURTH:- THE OFFICE OF THE CORPORATION IS TO BE LOCATED IN THE CITY OF NEW YORK, COUNTY OF NEW YORK, STATE OF NEW YORK. THE ADDRESS TO WHICH THE SECRETARY OF STATE SHALL MAIL A COPY OF ANY PROCESS AGAINST THE CORPORATION WHICH MAY BE SERVED UPON HIM PURSUANT TO LAW IS 225 WEST 34TH STREET, MANHATTAN, NEW YORK CITY.

FIFTH:- THE DURATION OF SAID CORPORATION SHALL BE PERPETUAL.

SIXTH:- THE NUMBER OF DIRECTORS SHALL BE NOT LESS THAN THREE, NOR MORE THAN FIVE.

SEVENTH:- THE NAMES AND POST-OFFICE ADDRESSES OF THE DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF THE STOCKHOLDERS, ARE AS FOLLOWS:

NAMES

POST OFFICE ADDRESSES

NATHAN S. OLIVER

3175 GRAND CONCOURSE
BRONX, NEW YORK

MARY A. CAPERS

507 COLUMBIA STREET
BROOKLYN, NEW YORK

IRWIN IVES

570 WESTMINSTER ROAD
BROOKLYN, NEW YORK

EIGHTH:- THE NAMES AND POST-OFFICE ADDRESSES OF THE SUBSCRIBERS OF THIS CERTIFICATE OF INCORPORATION AND A STATEMENT OF THE NUMBER OF SHARES WHICH EACH AGREES TO TAKE IN THE CORPORATION ARE AS FOLLOWS:

<u>NAMES</u>	<u>POST OFFICE ADDRESSES</u>	<u>NUMBER OF SHARES</u>
NATHAN S. OLIVER	3175 GRAND CONCOURSE BRONX, NEW YORK	1
MARY A. CAPERS	507 COLUMBIA STREET BROOKLYN, NEW YORK	1
IRWIN IVES	570 WESTMINSTER ROAD BROOKLYN, NEW YORK	1

NINTH:- THE SECRETARY OF STATE IS DESIGNATED AS THE AGENT OF THE CORPORATION UPON WHOM PROCESS IN ANY ACTION OR PROCEEDINGS AGAINST IT MAY BE SERVED.

TENTH:- ALL OF THE SUBSCRIBERS OF THIS CERTIFICATE ARE OF FULL AGE, AND THAT AT LEAST TWO-THIRDS OF THEM ARE CITIZENS OF THE UNITED STATES, AND THAT AT LEAST ONE OF THEM IS A RESIDENT OF THE STATE OF NEW YORK AND AT LEAST ONE OF THE PERSONS NAMED AS A DIRECTOR IS A CITIZEN OF THE UNITED STATES AND A RESIDENT OF THE STATE OF NEW YORK.

IN WITNESS WHEREOF, WE HAVE MADE, SUBSCRIBED AND ACKNOWLEDGED THIS CERTIFICATE THIS 19th DAY OF May, 1959.

Nathan S. Oliver (L.S.)

Mary A. Capers (L.S.)

Irwin Ives (L.S.)

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

ON THIS 19th DAY OF May, 1959, BEFORE ME
PERSONALLY CAME NATHAN S. OLIVER, MARY A. CAPERS AND IRWIN IVES,
TO ME KNOWN, AND KNOWN TO ME TO BE THE PERSONS DESCRIBED IN AND
WHO EXECUTED THE FOREGOING CERTIFICATE OF INCORPORATION AND THEY
THEREUPON SEVERALLY DULY ACKNOWLEDGED TO ME THAT THEY EXECUTED
THE SAME.

Pearl A. Oliver

PEARL A. OLIVER
Notary Public, State of New York
Qualified in Bronx County, No. 61-894200
Certificate filed with
Bronx & N.Y. Co. Clerk & Reg. Office
Term expires March 30, 1960

I CERTIFY That I have compared the preceding copy with the original
Certificate of Incorporation of

CROSS COUNTRY HOTEL CORP.

filed in this department on the 22nd day of May, 1959, and that such
copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the
City of Albany, this tenth day
of August, one thousand nine hundred
sixty-two.

Caroline K. Simon
Secretary of State

By *John J. Fromer*
Deputy Secretary of State