

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

DAYS INNS ACQUISITION CORP.

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

Dated: January 6, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Angie Haken

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 Days Inns Acquisition Corp.

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 Delaware

4. The date of its incorporation is May 21, 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.

32 Loockerman Square, Suite 4-100, Dover, DE 19901

6. The address to which correspondence should be addressed, if different from that of the principal office:

339 Jefferson Road, Parsippany, New Jersey 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 and all permitted acts.

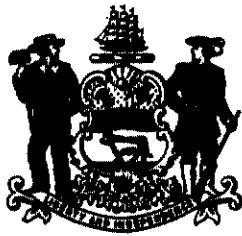
9. The names and respective addresses of its directors and officers are:

(continued on reverse)

LIST OF OFFICERS AND DIRECTORS OF
DAYS INN[®]ACQUISITION CORP.

<u>Name and Address</u>	<u>Office or Position Held</u>	<u>Home Phone & Social Security Number</u>
Stephen P. Holmes 43 Greenview Drive Pequannock, NJ 07440	President, Director	(201) 628-1992 122-44-7494
Samuel Katz 30 West 63rd Street Apartment 265 N.Y., N.Y. 10023	Vice President	(212) 541-5162 132-64-6718
Gregg S. Hymowitz 515 East 72nd Street Apt. 407 N.Y., N.Y. 10021	Assistant Secretary	(212) 744-3346 096-66-6338
Richard M. Saltzman 13 Boonton Ave. Montville, NJ 07045	Assistant General Counsel Assistant Secretary	(201) 334-9191 145-58-0430

State of Delaware



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SECRETARY OF STATE

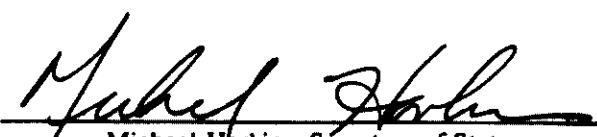
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY DAYS INNS ACQUISITION CORP. 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.

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 Michael Harkins, Secretary of State
 AUTHENTICATION: *3286877
 DATE: 12/26/1991