

Department of State.

MOTEL 6 OPERATING L.P., LIMITED PARTNERSHIP

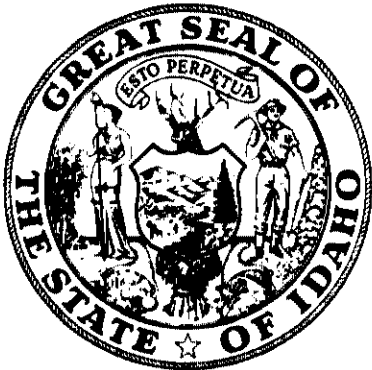
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MOTEL 6 OPERATING L.P.

_____ for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership 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 Registration to MOTEL 6 OPERATING L.P.

to transact business in this State under the name MOTEL 6 OPERATING L.P.,
LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application
for Registration.

Dated **July 29, 1986**



Robt. C. Canaruna

SECRETARY OF STATE

by:

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in this State, and for that purpose submits the following statement:

1. The name of the limited partnership is MOTEL 6 OPERATING L.P.
2. The name which it shall use in Idaho is MOTEL 6 OPERATING L.P., LIMITED PARTNERSHIP
(Must include, without abbreviation, the words "Limited Partnership.")
3. It is organized under the laws of DELAWARE
4. The date of its formation is May 30, 1986
5. The address of its registered or principal office in the state or country under the laws of which it is organized is c/o CT CORPORATION SYSTEMS, Corporation Trust Center, 1209 Orange Street
Wilmington, DE 19801
6. The name and street address of its proposed registered agent in Idaho are UNITED STATES CORPORATION COMPANY, 1010 First Interstate Bank Building,
700 West Idaho, Boise, Idaho 83702
7. The general character of the business it proposes to transact in Idaho is:
Lodging
8. The name and business address of each general partner and of each limited partner whose contribution is equal to or greater than five percent (5%) of the total contribution of all partners:

Name	General or Limited	Address
<u>MOTEL 6 G.P., INC.</u>	<u>GENERAL</u>	<u>51 HITCHCOCK WAY, SANTA BARBARA, CA 93105</u>

(continued on reverse)

Name	General or Limited	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. This Application is accompanied by a certificate certifying to the lawful existence of the limited partnership, executed by the proper officer of the state or country under the laws of which it is organized.

Dated July 23, 1986.

MOTEL 6 OPERATING L.P.

By R

P. Gordon Stafford, Vice President
MOTEL 6 G.P., INC.
A General Partner

STATE OF CALIFORNIA)

COUNTY OF SANTA BARBARA) ss:

I, Cecilia Ramirez Sanger, a notary public, do hereby certify that on this

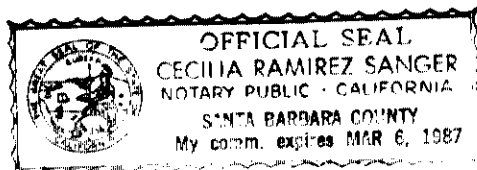
23rd day of July, 1986, personally appeared

before me P. Gordon Stafford, who being by me first duly sworn,

declared that (s)he is a general partner of Vice President of Motel 6, G. P. Inc

MOTEL 6 OPERATING L.P.

that (s)he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.



Cecilia Ramirez Sanger



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SEC. OF STATE

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State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the Certificate of Limited Partnership of the "Motel 6
Operating L.P.", was received and filed in this office the thirtieth day of May,
A.D. 1986, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Limited Partnership is duly
formed under the laws of the State of Delaware and is in good standing and has a
legal existence so far as the records of this office show and is duly authorized
to transact business.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this eighteenth *day*
of July *in the year of our Lord*
one thousand nine hundred and eighty-six


Michael Harkins

Michael Harkins, Secretary of State