



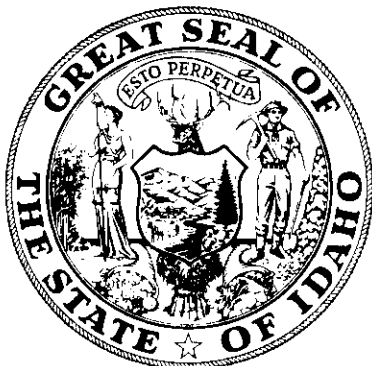
CERTIFICATE OF AUTHORITY
OF

HOSPITALITY MANAGEMENT CORPORATION

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

Dated June 5, 19 81.



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:

1. The name of the corporation is HOSPITALITY MANAGEMENT CORPORATION
2. *The name which it shall use in Idaho is HOSPITALITY MANAGEMENT CORPORATION
3. It is incorporated under the laws of MISSISSIPPI
4. The date of its incorporation is March 20, 1981 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 118 North Congress Street, Jackson, MS 39205
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
TO OWN AND MANAGE MOTELS

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

Name	Office	Address
<u>SEE ATTACHED RIDER</u>		

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
<u>1,000</u>	<u>COMMON</u>	<u>\$1.00</u>

(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
<u>1,000</u>	<u>COMMON</u>	<u>\$1.00</u>

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 27, 19 81

HOSPITALITY MANAGEMENT CORPORATION

By

J. A. BARBERA

Its

President

and

A. D. ATWELL

Its

Secretary

STATE OF DELAWARE)

) ss:

COUNTY OF NEW CASTLE)

I, ADRIANNE M. HORNE, a notary public, do hereby certify that on this 27th day of March, 19 81, personally appeared before me J. A. BARBERA, who being by me first duly sworn, declared that he is the PRESIDENT of HOSPITALITY MANAGEMENT CORPORATION

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

ADRIANNE M. HORNE

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.

CURRENT LIST OF OFFICERS AND DIRECTORS

<u>OFFICERS & DIRECTORS</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENCE</u>
J. A. BARBERA President & Director	100 West Tenth Street Wilmington, Delaware 19801	34 Ramblewood Drive Dartmouth Woods Wilmington, Delaware 19810
A. M. HORNE Vice President, Treasurer Assistant Secretary & Director	"	904 Newport Pike Sliview Wilmington, Delaware 19804
A. D. ATWELL Secretary, Assistant Treasurer & Director	"	BOX 247 Odessa, Delaware 19730
J. R. BROADWAY Vice President & Assistant Secretary	"	327 Walden Road Sharpley Wilmington, Delaware 19803
G. J. COYLE Assistant Secretary & Assistant Treasurer	"	2233 East Huntingt n Drive Pinecrest Wilmington, Delaware 19808

Jun 5 8 33 AM '81
State of Mississippi



Office of Secretary of State
Jackson

Certificate of Incorporation

of

HOSPITALITY MANAGEMENT CORPORATION

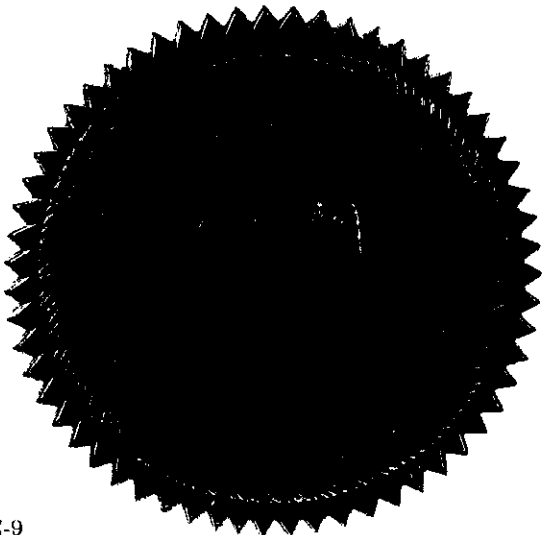
The undersigned, as Secretary of State of the State of Mississippi, hereby certifies that duplicate originals of Articles of Incorporation for the above named corporation duly signed and verified pursuant to the provisions of the Mississippi Business Corporation Act, have been received in this office and are found to conform to law.

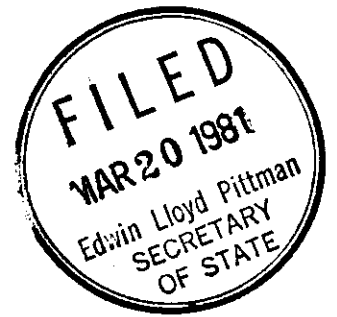
ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this CERTIFICATE OF INCORPORATION, and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Seal of Office,
this the 20th day of March

19.81.

Edwin Lloyd Pittman
SECRETARY OF STATE.





ARTICLES OF INCORPORATION
OF
HOSPITALITY MANAGEMENT CORPORATION

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Mississippi Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is HOSPITALITY MANAGEMENT CORPORATION.

SECOND: The period of its duration is ninety-nine (99) years.

THIRD: The purpose or purposes for which the corporation is organized are:

To own, operate and manage hotels, motels and to do any and all other things necessary or incidental thereto.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) of the par value of One Dollar (\$1.00) each.

FIFTH: The corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

SIXTH: Provisions granting to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: None.

SEVENTH: The post office address of its initial registered office is 118 North Congress Street, c/o C T Corporation System, Jackson, Mississippi 39205, and the name of its initial registered agent at such address is C T Corporation System.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
J. A. Barbera	100 West Tenth Street Wilmington, Delaware 19801
A. D. Atwell	100 West Tenth Street Wilmington, Delaware 19801
A. B. Horne	100 West Tenth Street Wilmington, Delaware 19801

NINTH: The name and post office address of each incorporator is:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
V. L. Turk	3200 Republic National Bank Bldg. Dallas, Texas 75201
M. E. Jones	3200 Republic National Bank Bldg. Dallas, Texas 75201
M. L. Jacks	3200 Republic National Bank Bldg. Dallas, Texas 75201

Dated: March 19, 1981.



V. L. Turk



M. E. Jones



M. L. Jacks

STATE OF TEXAS)
) SS.
COUNTY OF DALLAS)

I, NORA L. BRADEN, a Notary Public, hereby certify that on the 19th day of March, 1981, personally appeared before me V. L. TURK, M. E. JONES and M. L. JACKS, who, being by me first duly sworn, declared that they are the incorporators of HOSPITALITY MANAGEMENT CORPORATION, that they executed the foregoing document as incorporators of the corporation, and that the statements therein contained are true.

Nora L. Braden
Nora L. Braden, Notary Public

My Commission expires:

June 30, 1984.

(NOTARIAL SEAL)