



Department of State.

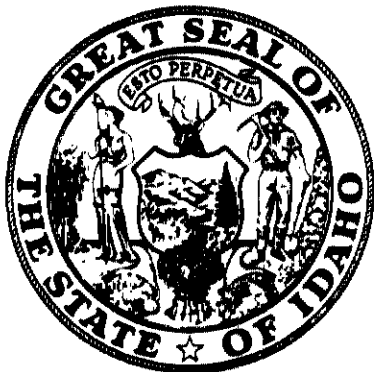
**CERTIFICATE OF REGISTRATION
OF**

~~ALLSTAR INNS OPERATING L.P., A DELAWARE LIMITED PARTNERSHIP~~

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ~~ALLSTAR INNS 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 ~~ALLSTAR INNS OPERATING L.P.~~ to transact business in this State under the name ~~ALLSTAR INNS OPERATING L.P., A DELAWARE LIMITED PARTNER~~ and attach hereto a duplicate original of the Application ~~SHIP~~ for Registration.

Dated November 19, 1986



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Larry J. Clark*

APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP

Nov 19 2 14 PM '86

To the Secretary of State of the State of Idaho:

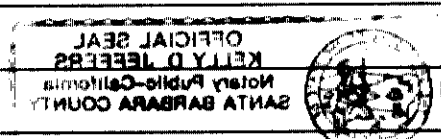
SECRETARY OF STATE

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

1. The name of the limited partnership is Allstar Inns Operating L.P.
2. The name which it shall use in Idaho is Allstar Inns Operating L.P.,
a Delaware 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 October 24, 1986
5. The address of its registered or principal office in the state or country under the laws of which it is organized is The Corporation Trust Center, 1209 Orange Street,
Wilmington, New Castle County, Delaware 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 83701
7. The general character of the business it proposes to transact in Idaho is:

lodging operations
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
Allstar Inns G.P., Inc., a Delaware corporation	General	2020 De La Vina Street Santa Barbara, CA 93130
Shaughnessy Operations Corporation	Limited	2020 De La Vina Street Santa Barbara, CA 93130
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____



(continued on reverse)

8. (Continued)

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 November 14

19 86

Allstar Inns G.P., Inc.

By

Edward J. Gallagher
Edward J. Gallagher, President
A General Partner

STATE OF California)

) ss:

COUNTY OF Santa Barbara)

I, Kelly D. Jeffers, a notary public, do hereby certify that on this
14th day of November, 19 86, personally appeared
before me Edward J. Gallagher, who being by me first duly sworn,
declared that ~~(s)he~~ ~~is~~ ~~a general partner of~~ President of Allstar Inns
G.P., Inc., general partner of Allstar Inns 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.



Kelly D. Jeffers

Nov 19 2 14 PM '86

SECRETARY OF STATE



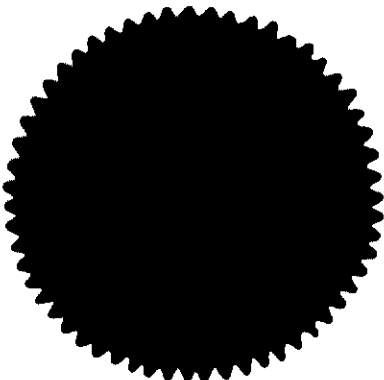
State of DELAWARE

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 "Allstar
Inns Operating L.P.", was received and filed in this office the twenty-fourth day
of October, A.D. 1986, at 12:17 o'clock P.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 thirteenth *day*
of November *in the year of our Lord*
one thousand nine hundred and eighty-six



Michael Harkins
Michael Harkins, Secretary of State