

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Knights Franchise Systems, Inc.

Corp. I.D. #

88828

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Knights Franchise Systems, Inc.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is 9/20/94 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1013 Centre Road, Wilmington, DE 19805-1297

SIXTH: The address of its proposed registered office in Rhode Island is Suite 900, 170 Westminster Street, Providence 02903 and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.

By:

John S. Hoernig
Signature
JOHN S. HOERNIGMANN

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

hotel franchisor

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By 104230-158370

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
John D. Snodgrass	Director	339 Jefferson Road; Parsippany NJ 07054
James E. Buckman	Director	same
Stephen P. Holmes	Director	same
Ramesh Gokal	President	same
Scott E. Forbes	Sr. Vice President	same
Jeanne M. Murphy	and Asst. Secretary	same
Stephen P. Holmes	Treasurer	same

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1, 000	Common		\$1.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common		\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 5,090

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 650,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 0

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 2/12, 1996

Knights Franchise Systems, Inc.
[Exact Corporate Name of Corporation Making Application]

By [Signature]
Its Sr. Vice President
and [Signature]
Its Asst Secretary

STATE OF New Jersey

COUNTY OF Morris

} Sc.

At Parsippany, NJ in said County on the 12 day
of February 1996, before me personally appeared
Scott E. Forbes, who being by me first duly sworn, declared that
he is the Sr. Vice-President of Knights Franchises Systems, Inc.,
that he signed the foregoing document as such Sr. Vice-President of the
corporation, and that the statements therein contained are true.

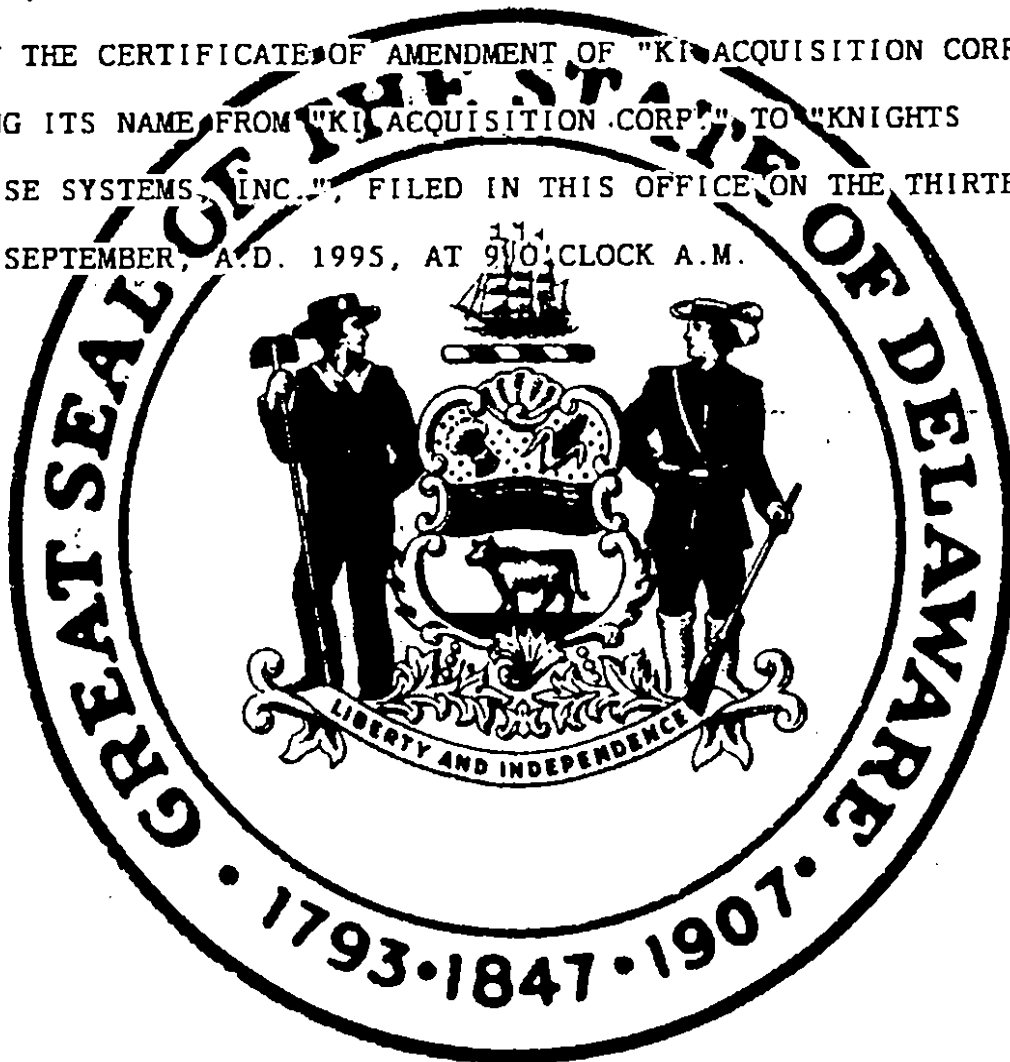
Kathryn Bontempo
Notary Public

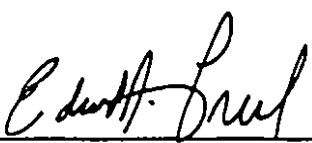
(NOTARIAL SEAL)

KATHRYN BONTEMPO
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires July 12, 2000

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KI ACQUISITION CORP.", CHANGING ITS NAME FROM "KI ACQUISITION CORP." TO "KNIGHTS FRANCHISE SYSTEMS, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 1995, AT 9:10 CLOCK A.M.




Edward J. Freel, Secretary of State

AUTHENTICATION:

2436440 8100

DATE: 7813602

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02-02-96