

Filing Fee: ~~\$50.00~~
\$100.00

67539

State of Rhode Island and Providence Plantations

**FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF**

Motel 6 Operating L.P.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership is Motel 6 Operating L.P. and, if different, the name which it proposes to register and transact business in the State of Rhode Island is Motel 6 Operating Limited Partnership
(If not applicable, so state)

SECOND: It is organized under the laws of Delaware and the date of its formation is May 30, 1986.

THIRD: The general character of the business it proposes to transact in Rhode Island is Ownership and management of motels.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is c/o The Prentice-Hall Corporation System, Inc.
Suite 900, 170 Westminster Street, Providence, Rhode Island 02903
and the name of the agent resident in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is

14651 Dallas Parkway, Suite 500

Dallas, TX 75240

SEVENTH: If the Certificate of Limited Partnership filed in the foreign limited partnership's state of organization is not required to include the names and business addresses of the partners, the following are the names and addresses of all partners: (If not applicable, so state)

General Partners

Address

Motel 6 G.P., Inc

14651 Dallas Parkway, Suite 500

Dallas, TX 75240

Limited Partners

Address

Motel 6 L.P.

14651 Dallas Parkway, Suite 500

Dallas, TX 75240

Dated January 29th, 19 92 .

Motel 6 Operating Limited Partnership
(Exact name of Limited Partnership making application)

By Motel 6 G.P., Inc.
(General Partner)

By [Signature]
P. Gordon Stafford, Vice President

State of Texas

County of Dallas

} Sc.

At 14651 Dallas Pkwy #500 Dallas, TX in said county on this 29th
day of January, 19 92, personally appeared before me
P. Gordon Stafford

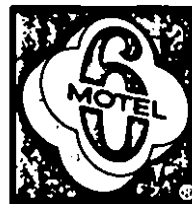
who, being by me first duly sworn, declared that he/she is a General Partner of the Vice President of
Motel 6 G.P., Inc., Managing General Partner of Motel 6 Operating L.P. that he/she signed the foregoing
document as a General Partner of the limited partnership, and that the statements therein contained are true.



BETTY STAFFORD
Notary Public, State of Texas
MY Comm. Expires Dec. 21, 1994
4585

[Signature]
Notary Public

February 6, 1992



Secretary of State
Corporation Division
100 North Main Street
Providence, Rhode Island 02903

Dear Sir:

Re: Motel 6 Operating L.P.-
Application for Certificate of Registration
Motel 6 G.P., Inc. -
Application for Certificate of Authority

We have been advised that Motel 6, Inc. is a corporation currently qualified to do business in Rhode Island. For your information, Motel 6, Inc. has not been an active corporation since 1986. We are planning to withdraw that corporation from your state shortly.

In the meantime, we want to qualify Motel 6 Operating L.P. and Motel 6 G.P., Inc. We hereby give our consent to the use of these names.

Very truly yours,
Motel 6, Inc.

A handwritten signature in dark ink, appearing to be 'P. Gordon Stafford'.

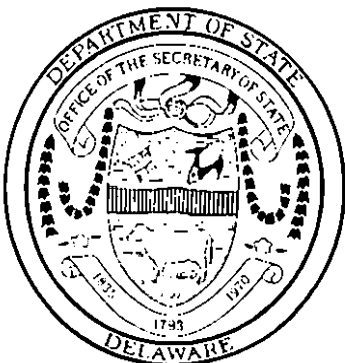
P. Gordon Stafford
Vice President and
General Counsel



Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF "MOTEL 6 OPERATING L.P." FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 1988, AT 12:15 O'CLOCK P.M.

* * * * *



920315193

Michael Ratchford

SECRETARY OF STATE • 3331205
AUTHENTICATION:

DATE: 01/31/1992

Rec'd & Filed
-SCHL. 1111-
FEB 05 1992