

26547

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

Choice Hotels Franchising, Inc.

To the Secretary of State of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on March 18, 1981, authorizing it to transact business in Rhode Island under the name of Choice Hotels Franchising, Inc.

SECOND: The corporate name of the corporation has been changed to Choice Hotels International, Inc. (If no change, so indicate)

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

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: (no change) (If no other or additional purposes are proposed, insert "No change.")

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: (see §§7-1.1-103, 7-1.1-109, 7-1.1-110 of the General Laws, 1956, as amended.) If increase of authorized capital stock, state:

Table with 4 columns: Number of Shares, Class, Series, Par Value per Share or Statement that Shares are without Par Value

(no change)

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$
(B): An estimate of the value of its property to be located within Rhode Island during such year is \$
(C): An estimate of the gross amount of business to be transacted by it during such year is \$
(D): 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 \$

Dated April 2, 19 98

By Michael J. DeSantis
Michael J. DeSantis
Its Sr. Vice President

and Everett F. Casey
Everett F. Casey
Its Assistant Secretary

STATE OF Maryland }
COUNTY OF Montgomery } SC.

At Silver Spring in said County on the 2 day
of April, 19 98, before me personally appeared

Michael J. DeSantis, who being by me first duly sworn, declared that he is the
Sr. VP of Choice Hotel Club, Inc.

that he signed the foregoing document as such Sr. VP
of the corporation, and that the statements therein contained are true.

Lisa Collins
Notary Public
LISA COLLINS
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires March 1, 2001

(NOTARIAL SEAL)

FILED

APR 16 1998

By (Signature) 202306

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SECRETARY OF STATE
CORPORATIONS DIV.
APR 16 11 57 AM '98

State of Delaware
Office of the Secretary of State

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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 RESTATED CERTIFICATE OF "CHOICE HOTELS FRANCHISING, INC.", CHANGING ITS NAME FROM "CHOICE HOTELS FRANCHISING, INC." TO "CHOICE HOTELS INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF OCTOBER, A.D. 1997, AT 9 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

9020929

AUTHENTICATION:

04-09-98

DATE: