

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION
OF
QUALITY INNS INTERNATIONAL, INC.

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

QUALITY INNS INTERNATIONAL, INC. (hereinafter referred to as the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

FIRST: That the Certificate of Incorporation of the Corporation was filed in the Office of the Secretary of State of the State of Delaware on the 12th day of December, 1980.

SECOND: That ARTICLE FOURTH, Paragraph (a) (2) of the Certificate of Incorporation of the Corporation is amended in its entirety to read as follows:

(2) Dividends: The holders of the Preferred Stock shall be entitled to receive cumulative cash dividends annually and no more, accruing from the date of issue, payable in four (4) equal installments on the last business day of each fiscal quarter in each year, equal to Nine Hundred Seventy-two Thousand and No/100 Dollars (\$972,000.00) increased on the first day of each month by one percent (1%) for a total of twelve percent (12%) per year compounded annually.

THIRD: That such amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of the Corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, QUALITY INNS INTERNATIONAL, INC. has caused its corporate seal to be hereunto affixed and this certificate to be signed by James H. Rempe, its Senior Vice President and Secretary, and attested by Everett F. Casey, its Assistant Secretary, this 5th day of ~~February~~, 198~~7~~⁵.

QUALITY INNS INTERNATIONAL, INC.

By: 

James H. Rempe
Senior Vice President and
Secretary

ATTEST:

By: 

Everett F. Casey
Assistant Secretary

STATE OF MARYLAND)
) ss.:
COUNTY OF MONTGOMERY)

BE IT REMEMBERED that on this 5th day of February, 1984⁵,
personally came before me, a Notary Public in and for the State of
Maryland, James H. Rempe, Senior Vice President and Secretary of
QUALITY INNS INTERNATIONAL, INC. a corporation of the State of
Delaware, and he duly executed said certificate before me and
acknowledged the said certificate to be his act and deed and the act
and deed of said corporation and the facts stated therein are true;
and that the seal affixed to said certificate and attested by Everett
P. Casey, the Assistant Secretary of said corporation, is the common
or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of
office the day and year aforesaid.

 James H. Rempe
Notary Public

My commission expires 7/1/86.

CP35 35.00
CHECK 35.00
05/09/85 PAID 0016A001


MAY 9 1985



Office of Secretary of State

I, MICHAEL HARKINS, 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 QUALITY INNS
INTERNATIONAL, INC. FILED IN THIS OFFICE ON THE EIGHTH DAY OF
MARCH, A.D. 1985, AT 9 O'CLOCK A.M.

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Michael Harkins, Secretary of State

AUTHENTICATION: 10456122

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DATE: 03/12/1985