

Filing Fee: \$20.00

ID Number: 130062



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**LIMITED LIABILITY COMPANY**

RECEIVED  
STATE  
SECRETARY OF STATE  
CORPORATIONS DIV.  
MAY 20 10 38 AM '04

**STATEMENT OF CHANGE OF RESIDENT AGENT**

Pursuant to the provisions of Section 7-16-11 of the General Laws, 1956, as amended, the undersigned authorizes a change of its resident agent and the address of its resident agent in the state of Rhode Island as follows:

1. The name of the limited liability company is:

LA QUINTA FRANCHISING LLC

2. The address of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

10 Weybosset Street, Providence, RI 02903

3. The NEW address of the resident agent is:

170 Westminster Street, Suite 900, Providence, RI 02903

4. The name of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

C T Corporation System

5. The name of the NEW resident agent is:

Corporation Service Company

6. The appointment of a new resident agent and the change of address of the resident agent, as the case may be, shall become effective upon the filing of this statement.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 05/17/2004

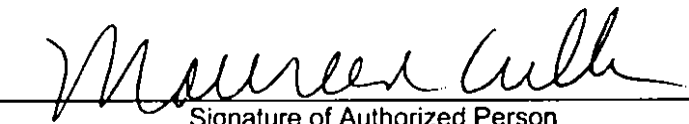
LA QUINTA FRANCHISING LLC

Print Name of Limited Liability Company

**FILED**

**MAY 20 2004**

By M 32050 Gdb



Signature of Authorized Person

Maureen Cullen, Authorized Person

STATE OF TEXAS       §  
                                  §  
COUNTY OF DALLAS   §

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Sandy Michel, the Senior Vice President and General Counsel of La Quinta Corporation ("the Company"), established under the laws of the state of Delaware, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Louis Giaccardo and Maureen Cullen attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.


In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Louis Giaccardo shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Sandy Michel, which ever shall occur first.

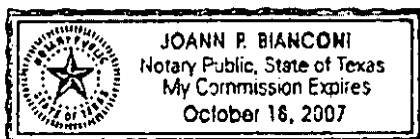
IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 5th day of May 2003.

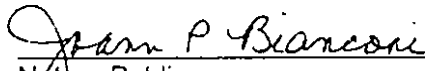
LA QUINTA INNS, INC.

BY:

  
Sandy Michel  
Senior Vice President and General Counsel

Subscribed and sworn to before me this 5th day of May 2003.



  
Notary Public

LA QUINTA FRANCHISING LLC

LA QUINTA INNS, INC.

LA QUINTA MANAGEMENT SERVICES LLC