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Filing Fee: \$100.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

FOREIGN LIMITED PARTNERSHIP APPLICATION FOR CERTIFICATE OF REGISTRATION OF

FILED
OCT 31 1996
BY J.B.#9
174945

Shaner Hotel Group Limited Partnership

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 including without abbreviation the words limited partnership is Shaner Hotel Group Limited Partnership
and, if different, the name which it proposes to register and transact business in the State of Rhode Island is

(If not so applicable, so state)

SECOND: It is organized under the laws of Delaware
and the date of its formation is December 6, 1995

THIRD: The general character of the business it proposes to transact in Rhode Island is:
Management of Hotels

FOURTH: The Rhode Island address of its proposed registered agent for service of process on the foreign limited partnership is 123 Dyer Street, Providence, R. I. 02903

and the name of the agent resident in Rhode Island at that address is C T CORPORATION SYSTEM

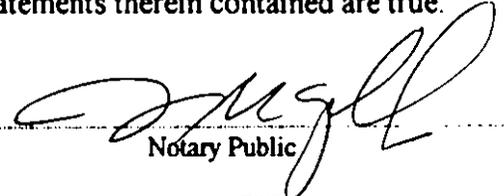
Dated October 29, 1996

Shaner Hotel Group Limited Partnership
(Exact name of Limited Partnership making application)
BY: SHANER OPERATING CORP.

By 
Kenneth P. Friedman, Assistant Secretary
General Partner(s)

State of NEW YORK }
County of ERIE } Sc.

At Buffalo in said county on this 29th
day of October, 1996, personally appeared before me
Kenneth P. Friedman,
who, being by me first duly sworn, declared that he/she is* a General Partner of the Shaner Hotel Group
Limited Partnership, that he/she signed the foregoing
document as* a General Partner of the limited partnership, and that the statements therein contained are true.


Notary Public

TERRENCE M. GILBRIDE
Notary Public, State of New York
Qualified In Erie County
* Commission Expires June 19, 97

*the Assistant Secretary of Shaner Operating Corp.,

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 "SHANER HOTEL GROUP LIMITED PARTNERSHIP", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 1995, AT 4:26 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8164881

DATE: 10-28-96