Filing fee: \$150.00 License fee: \$15.00 minimum (Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D.

94088

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

Holiday Hospitality Corporation

To the Secretary of State of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Holiday

Holiday Hospitality Corporation

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

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is January 31, 1997 of its duration is Perpetual

and the period

SIXTH: The address of its proposed registered office in Rhode Island is

123 Dyer Street, Providence, Rhode and the name of its proposed registered agent in

Rhode Island at that address is $_{\text{C}}$ $_{\text{T}}$ Corporation System

C T CORPORATION SYSTEM

Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Hotel operations. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

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(R. I. - 2175 - 5/15/92)

EIGHTH: The names and respective addresses of its directors and officers are:

Name See attached list of directors	Office Director Director		<u>А</u>	<u>Address</u>	
See attached list of officers	President				
	Vice President				
	Secretary				
	Treasurer			·	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Par Value per Share

Number of Shares	Class	Series	or Statement that Shares are without Par Value
1 000	COMMON	(No series)	\$0.01

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Par Value per Share

Number of Shares	Class	Series	or Statement that Shares are without Par Value
1,000	common	(No series)	\$0.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 450,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$20,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 600,000,000

FOURTEENTH: 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 \$1,300,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated	march	V 19	97

Holiday Hospitality Corporation

[Exact Corporate Name of Corporation Making Application]

Michael : Goodso:

Michael L. Goodson

and

Its Asst Secretary

STATE OF COUNTY OF

Georgia DeKalb

At Atlanta,

in said County on the

day

of March

1997, before me personally appeared Michael L. , who being by me first duly sworn, declared that

Goodson he is the Vice President

of Holiday Hospitality Corporation

that he signed the foregoing document as such vice President

of the

corporation, and that the statements therein contained are true.

Notary Public

Lori A. Ginsberg

(NOTARIAL SEAL)

DIRECTORS AND OFFICERS OF HOLIDAY HOSPITALITY CORPORATION WITH BUSINESS ADDRESS

DIRECTORS:

Bryan D. Langton Thomas R. Oliver Craig H. Hunt Robert D. Hill Martin J. Reavley Michael J. Rumke John T. Sweetwood

OFFICERS:

Bryan D. Langton Chairman and President Thomas R. Oliver Chief Executive Officer

Craig H. Hunt President, Americas Franchise Division

Robert D. Hill Executive Vice President, General Counsel and Secretary
Martin J. Reavley Executive Vice President and Chief Financial Officer

Michael J. Rumke Executive Vice President, Human Resources

John T. Sweetwood Executive Vice President and Chief Marketing Officer

Michael L. Goodson Vice President, Tax & Treasury and Treasurer

Chris J. Ballad Vice President and Controller

James L. Kacena Vice President and Associate General Counsel - CMH

and Assistant Secretary

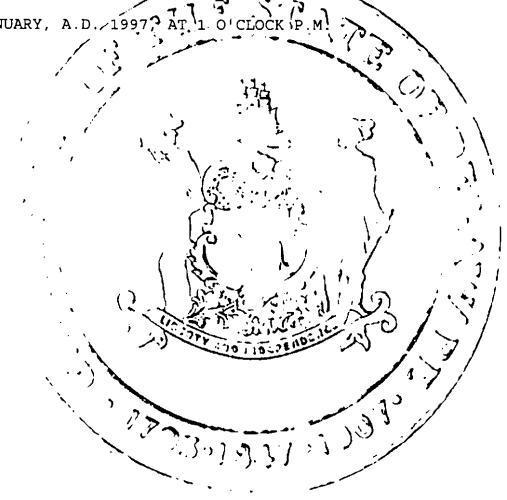
Steven W. Smith Assistant Secretary

Business Address For All Officers and Directors Listed Above Is: Three Ravinia Drive, Suite 2900 Atlanta, Georgia 30346

State of Delaware

Office of the Secretary of State

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 CERTIFICATE OF INCORPORATION OF "HOLIDAY HOSPITALITY
CORPORATION", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF





Edward J. Freel, Secretary of State

AUTHENTICATION:

8357798

DATE:

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