

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

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

Corp. I.D. #

94088

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 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 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Company, 1209 Orange Street, Wilmington, DE 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System

C T CORPORATION SYSTEM

Subrata A. Chatterjee
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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APR 13 1997
DIVISION OF REVENUE
GEAR 578

FILED

MAR 13 1997

By

181325

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
See attached list of directors	Director	
	Director	
	Director	
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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
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 \$ 200,000

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 12 1997

Holiday Hospitality Corporation
[Exact Corporate Name of Corporation Making Application]

By Michael L. Goodson
Michael L. Goodson

Its Vice President

and

[Signature]
Its Asst. Secretary

STATE OF Georgia
COUNTY OF DeKalb

} Sc.

At Atlanta, in said County on the 10th day
of March, 1997, before me personally appeared Michael L.
Goodson, who being by me first duly sworn, declared that
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.

[Signature]
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
JANUARY, A.D. 1997 AT 1 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8357798

DATE:

03-04-97