



847990

ACCOUNT NO. : 072100000032

REFERENCE : 285446 4345850

AUTHORIZATION :

COST LIMIT : \$ 70

ORDER DATE : March 7, 1997

ORDER TIME : 9:35 AM

ORDER NO. : 285446-020

CUSTOMER NO: 4345850

CUSTOMER: Lisa Collins, Legal Asst
Choice Hotels International,
10750 Columbia Pike

Silver Spring, MD 20901

FOREIGN FILINGS

NAME: CHOICE HOTEL INTERNATIONAL,
INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

FILED
97 MAR 11 PM 12:42
TALLAHASSEE, FLORIDA

200002110202--3

RECEIVED
97 MAR 11 AM 10:50
DIVISION OF CORPORATION

N. HENDRICKS MAR 11 1997

SECTION I
(1-3 MUST BE COMPLETED)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CHOICE HOTELS INTERNATIONAL, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CHOICE HOTELS FRANCHISING, INC.", THE FIRST DAY OF NOVEMBER, A.D. 1996, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



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

Edward J. Freel, Secretary of State

0904589 8320

AUTHENTICATION:

8365128

971077079

DATE:

03-10-97