

F98000005348



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 945728 4304950

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : August 31, 1998

ORDER TIME : 12:55 PM

ORDER NO. : 945728-005

CUSTOMER NO: 4304950

CUSTOMER: Mr. James Roberti
Nutter, McClennen & Fish
One International Pl

Boston, MA 021102699

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DIVISION OF CORPORATIONS
98 SEP 23 PM 3:14

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FOREIGN FILINGS

way-20157

NAME: LA QUINTA INNS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 4, 1998

CSC
ATTN: ROBERT MAXWELL

SUBJECT: LA QUINTA INNS, INC.
Ref. Number: W98000020157

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please note that we cannot file two corporations by the same name; no corporation can consent to another corporation using its exact name. We are returning the consent you submitted for this reason. The corporation must adopt a different name for use in Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 398A00045311

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. La Quinta Inns, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 06-1519204
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 23, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 197 First Avenue, Needham, Massachusetts 02494
(Current mailing address)

8. To operate hotels.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

T. J. O'Brien TIMOTHY J. O'BRIEN
(Registered agent's signature) (Officer)
TIMOTHY J. O'BRIEN (AGT. V.P.)
(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Edward J. Robinson

Address: 197 First Avenue

Needham, Massachusetts 02494

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

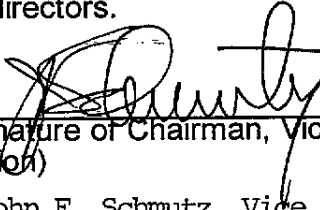
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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

John F. Schmutz, Vice President & Secretary

(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
La Quinta Inns, Inc.**

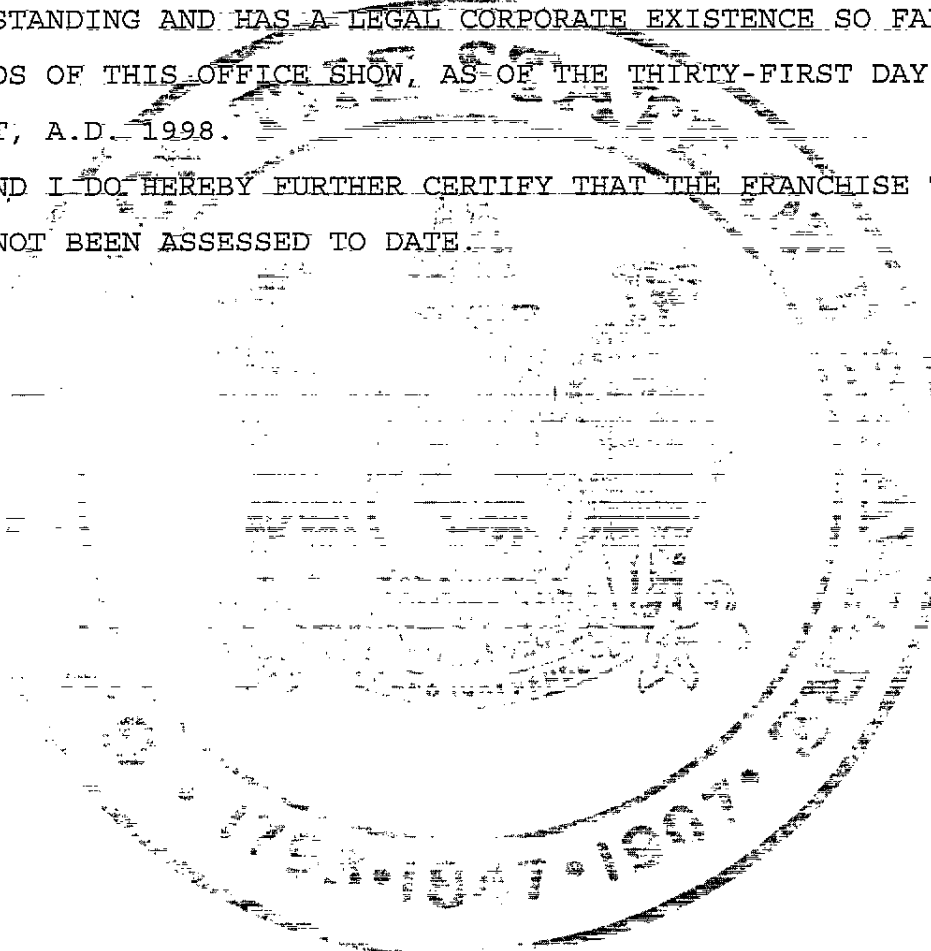
-
1. Ezzats S. Coutry, President and Chief Executive Officer
197 First Avenue
Needham, Massachusetts 02494
 2. Steven T. Schultz, Executive Vice President
197 First Avenue
Needham, Massachusetts 02494
 3. William S. McCalmont, Senior Vice President and Chief Financial Officer
197 First Avenue
Needham, Massachusetts 02494
 4. Steven B. Hickey, Senior Vice President
197 First Avenue
Needham, Massachusetts 02494
 5. John F. Schmutz, Vice President, Secretary and General Counsel
197 First Avenue
Needham, Massachusetts 02494
 6. Paul R. Eklund, Assistant Secretary
One International Place
Boston, Massachusetts 02110

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LA QUINTA INNS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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08-31-98



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: