



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~~ NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
~~CERTIFICATE~~ 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)

2/24/97

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