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RECEIVED

98 SEP 23 AM 10:37



ACCOUNT NO. : 072100000003 CORPORATION
REFERENCE : 935581 4304950
AUTHORIZATION : Patricia Pzyt
COST LIMIT : \$ 35.00

ORDER DATE : August 20, 1998
ORDER TIME : 9:37 AM
ORDER NO. : 935581-100
CUSTOMER NO: 4304950

CUSTOMER: Mr. James Roberti
Nutter, McClennen & Fish
One International Pl
Boston, MA 021102699

8000002646988-14

FOREIGN FILINGS

NAME: LA QUINTA INNS, INC.

PROFIT CORPORATE
 NON-PROFIT LIMITED PARTNERSHIP

XXXX WITHDRAWAL CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

me 9/23

FILED
198 SEP 23 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

98 SEP 23 AM 11:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

La Quinta Inns, Inc.

(Name of Corporation)

Texas

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

197 First Avenue, Suite 300

(Mailing Address)

Needham, MA 02494

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

John F. Schmutz

Typed or printed name

Title Vice President

9/21/98

Date