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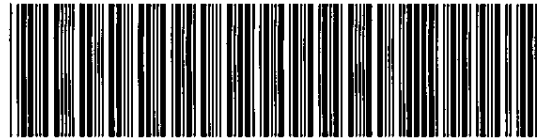
(Business Entity Name)

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2007 APR 26 PM 12: 54
NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

J. Shivers MAY 01 2007

W07-20548



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 866678 4305223

AUTHORIZATION :

COST LIMIT : \$ 350.00

ORDER DATE : April 24, 2007

ORDER TIME : 10:58 AM

ORDER NO. : 866678-015

CUSTOMER NO: 4305223

FOREIGN FILINGS

NAME: SUPERTEL HOSPITALITY REIT
TRUST

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

FILED
2007 APR 25 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

Supertel Hospitality REIT Trust

A Real Estate Investment **TRUST**

In accordance with Section 609.02 of the Florida Statutes, pertaining to
Common Law Declarations of Trust, the undersigned, the Chairman of the
Board of Trustees of Supertel Hospitality REIT Trust, a
(Name of Trust)

Maryland Trust hereby affirms in order to file or qualify
(State)

Supertel Hospitality REIT Trust, in the State of Florida.
(Name of Trust)

1. Two or more persons are named in the Trust.

2. The principal address is 309 North 5th Street, Norfolk, NE 68701

3. The registered agent and street address in the State of Florida are:

Corporation Service Company

1201 Hays Street Tallahassee, FL 32301

4. Acceptance by the registered agent: Having been named as registered
agent to accept service of process for the above named Declaration of Trust
at the place designated in this affidavit, I hereby accept the appointment as
registered agent and agree to act in this capacity.

Maurice Cull, Esq.
(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of
Trust under which the association proposes to conduct its business in
Florida.

Paul J. Schulte
Name: Paul J. Schulte

NOTARY

Chairman of the Board of Trustees

Filing Fee: \$350.00
Certified Copy: \$ 8.75 (optional)

CR2E063(3/00)

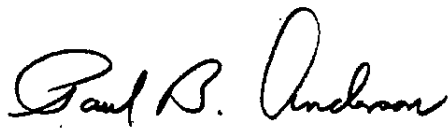
FILED
2007 APR 25 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MARYLAND
Department of Assessments and Taxation

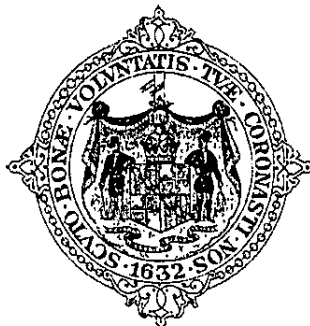
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF REAL ESTATE INVESTMENT TRUSTS OR THE RIGHTS OF REAL ESTATE INVESTMENT TRUSTS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT SUPERTEL HOSPITALITY REIT TRUST IS A REAL ESTATE INVESTMENT TRUST DULY FORMED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND AND THE REAL ESTATE INVESTMENT TRUST HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE REAL ESTATE INVESTMENT TRUST IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS DECLARATION OF TRUST AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS APRIL 24, 2007.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

HUMPHREY HOSPITALITY REIT TRUST

ARTICLES OF AMENDMENT OF
DECLARATION OF TRUST

Dated as of May 26, 2005

HUMPHREY HOSPITALITY REIT TRUST, a Maryland real estate investment trust (the "Trust"), hereby certifies to the State Department of Assessments and Taxation of Maryland as follows:

FIRST: The Trust desires to amend its Declaration of Trust as currently in effect (the "Declaration of Trust").

SECOND: Section 2.1 of the Declaration of Trust is amended in its entirety as follows:

"SECTION 2.1 Name. The name of the trust (hereinafter called the "Trust") is:


Supertel Hospitality REIT Trust"

THIRD: The amendment to the Declaration of Trust as hereinabove set forth has been duly advised and approved by the Board of Trustees and approved by the shareholders of the Trust as required by law and the terms of the Declaration of Trust.

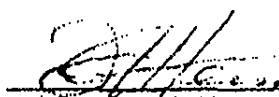
FOURTH: The undersigned President acknowledges these Articles of Amendment to be the act of the Trust and as to all matters or facts required to be verified under oath, the undersigned President acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Trust has caused these Articles of Amendment to be signed in its name and on its behalf by its President and attested to by its Treasurer on this 26th day of May, 2005.

HUMPHREY HOSPITALITY REIT TRUST


By: Paul J. Schulte
Its: President

ATTEST:


By: Donavon A. Heimes
Its: Treasurer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 APR 25 AM 10:07

FILED

EXHIBIT A

STATE OF MARYLAND

515254

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

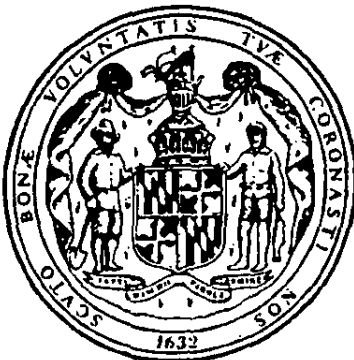
301 West Preston Street Baltimore, Maryland 21201

DATE: MARCH 13, 1997

THIS IS TO ADVISE YOU THAT THE DECLARATION OF TRUST OF
HUMPHREY HOSPITALITY REIT TRUST
WERE RECEIVED AND APPROVED FOR RECORD ON MARCH 13, 1997 AT 3:05 PM.

FEE PAID:

70.00



JRENE B WOZNY
CHARTER SPECIALIST

AT5-031

HUMPHREY HOSPITALITY REIT TRUST

DECLARATION OF TRUST

Dated as of March 11, 1997

THIS DECLARATION OF TRUST is made as of the date set forth above by the undersigned Trustee.

ARTICLE I
FORMATION

This Trust is a Maryland real estate investment trust within the meaning of Title 8 (as defined herein) and a qualified real estate investment trust subsidiary within the meaning of the Code (as defined herein). The Trust shall not be deemed to be a real estate investment trust for purposes of the Code, a general partnership, limited partnership, limited liability company, joint venture, joint stock company or a corporation (but nothing herein shall preclude the Trust from being treated for tax purposes as an association under the Code).

ARTICLE II
THE TRUST; DEFINITIONS

SECTION 2.1 Name. The name of the trust (hereinafter called the "Trust") is:

Humphrey Hospitality REIT Trust

SECTION 2.2 Resident Agent. The name and address of the resident agent of the Trust in the State of Maryland is:

David E. Raderman, Esquire
Gallagher, Evelius & Jones
218 North Charles Street
Suite 400
Baltimore, Maryland 21201

This Trust may have such offices or places of business within or without the State of Maryland as the Trustees may from time to time determine.

SECTION 2.3 Nature of Trust. The Trust is a real estate investment trust within the meaning of Title 8.

SECTION 2.4 Powers. The Trust shall have all of the powers granted to real estate investment trusts generally by Title

8 and shall have any other and further powers as are not inconsistent with and are appropriate to promote and attain the purpose set forth in this Declaration of Trust.

SECTION 2.5 Definitions. As used in this Declaration of Trust, the following terms shall have the following meanings unless the context otherwise requires:

"Affiliate" or "Affiliated" means, as to any corporation, partnership, limited liability company, trust or other association (other than the Trust), any Person (i) that holds beneficially, directly or indirectly, 5% or more of the outstanding stock or equity interests thereof or (ii) who is an officer, director, partner, member or trustee thereof or of any Person which controls, is controlled by, or under common control with, such corporation, partnership, limited liability company, trust or other association or (iii) which controls, is controlled by, or under common control with, such corporation, partnership, limited liability company, trust or other association.

"Code" means the Internal Revenue Code of 1986, as amended.

"Person" means an individual, corporation, partnership, limited liability company, estate, trust (including a trust qualified under Section 401(a) or 501(c)(17) of the Code), a portion of a trust permanently set aside for or to be used exclusively for the purposes described in Section 642(c) of the Code, association, private foundation within the meaning of Section 509(a) of the Code, joint stock company or other entity, or any government and agency or political subdivision thereof, and also includes a group as that term is used for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934 as amended.

"Securities" means Shares (as hereinafter defined), any stock, shares or other evidences of equity of beneficial or other interests, voting trust certificates, bonds, debentures, notes or other evidences or indebtedness, secured or unsecured, convertible, subordinated or otherwise, or in general any instruments commonly known as "securities" or any certificates of interest, shares or participations in, temporary or interim certificates for, receipts for, guarantees of, or warrants, options or rights to subscribe to, purchase or acquire, any of the foregoing.

"Securities of the Trust" means any Securities issued by the Trust.

"Shareholders" means holders of record of outstanding Shares.

"Shares" means transferable shares of beneficial interest of the Trust of any class or series.

"Title 8" means Title 8 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, or any successor statute.

"Trust Property" means any and all property, real, personal or otherwise, tangible or intangible, which is transferred or conveyed to the Trust or the Trustees (including all rents, income, profits and gains therefrom), which is owned or held by, or for the account of, the Trust or the Trustees.

"Trustee" means the individual named in Section 3.2 of this Declaration of Trust so long as he continues in office and all other individuals who hereafter are duly elected and qualify as trustees of the Trust hereunder.

ARTICLE III TRUSTEES

SECTION 3.1 Number. The Trust shall have a Board of Trustees consisting of not less than one (1) nor more than ten (10) members who shall also be the Directors of Humphrey Hospitality Trust, Inc., unless otherwise determined from time to time by resolution adopted by the affirmative vote of at least eighty percent (80%) of the members of the Board of Directors. Only persons who are directors of Humphrey Hospitality Trust, Inc. shall be eligible to serve as a trustee.

SECTION 3.2 Initial Period. The name and address of the initial Trustee who shall serve until the earlier of the first annual meeting or until his successors are duly elected and qualifies is:

James I. Humphrey, Jr.
12301 Old Columbia Pike
Suite 300
Silver Spring, Maryland 20904

SECTION 3.3 Term. The Trustees shall be elected at each annual meeting of shareholders and shall serve until the next annual meeting of shareholders and until their successors are duly elected and qualify.

SECTION 3.4 Removal. A Trustee may be removed, at any time, at a meeting of the Shareholders called for that purpose, by the affirmative vote of the holders of not less than a majority of the Shares then outstanding and entitled to vote generally in the election of Trustees.

ARTICLE IV
POWERS OF TRUSTEES

Subject to the express limitations herein or in the Bylaws, (i) the business and affairs of the Trust shall be managed under the direction of the Board of Trustees and (ii) the Trustees shall have full, exclusive and absolute power, control and authority over the Trust Property and over the business of the Trust as if they, in their own rights, were the sole owners thereof. The Trustees may take any actions as in their sole judgment and discretion are necessary or desirable to conduct the business of the Trust. This Declaration of Trust shall be construed with a presumption in favor of the grant of power and authority to the Trustees. Any construction of this Declaration of Trust or determination made in good faith by the Trustees concerning their powers and authority hereunder shall be conclusive. The enumeration and definition of particular powers of the Trustees included in this Article IV shall in no way be limited or restricted by reference to or inference from the terms of this or any other provision of this Declaration of Trust or construed or deemed by inference or otherwise in any manner to exclude or limit the powers conferred upon the Trustees under the general laws of the State of Maryland as now or hereafter in force.

ARTICLE V
SHARES

The beneficial interest in the Trust shall be divided into shares of beneficial interest. The Trust has authority to issue 1,000 common shares of beneficial interest, \$.01 par value per share, and such other Securities of the Trust as the Trustees may create and authorize from time to time and designate as representing a beneficial interest in the Trust. The Board of Trustees may classify or reclassify any unissued shares from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the shares.

ARTICLE VI
SHAREHOLDERS

There shall be an annual meeting of the Shareholders, to be held after delivery of the annual report and on proper notice to the Shareholders, at such time and place as shall be provided in the Bylaws.

ARTICLE VII
AMENDMENT

This Declaration of Trust may be amended only by the affirmative vote of the holders of not less than a majority of the Shares then outstanding and entitled to vote on the matter and otherwise in accordance with Section 8-501 of Title 8.

ARTICLE VIII
DURATION OF TRUST

The Trust shall continue perpetually unless terminated pursuant to any applicable provision of Title 8.

ARTICLE IX
LIABILITY OF SHAREHOLDERS, TRUSTEES, OFFICERS,
EMPLOYEES AND AGENTS
AND TRANSACTIONS BETWEEN THEM AND THE TRUST

SECTION 9.1 Limitation of Shareholder Liability. No Shareholder shall be liable for any debt, claim, demand, judgment or obligation of any kind of, against or with respect to the Trust by reason of his being a Shareholder, nor shall any Shareholder be subject to any personal liability whatsoever, in tort, contract or otherwise, to any Person in connection with the Trust Property or the affairs of the Trust.

SECTION 9.2 Limitation of Trustee and Officer Liability. To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of trustees and officers of a trust, no Trustee or officer of the Trust shall be liable to the Trust or to any Shareholder for money damages. Neither the amendment nor repeal of this Section, nor the adoption or amendment of any other provision of this Declaration of Trust inconsistent with this Section, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption. In the absence of any Maryland statute limiting the liability of trustees and officers of a Maryland trust for money damages in a suit by or on behalf of the Trust or by any Shareholder, no Trustee or officer of the Trust shall be liable to the Trust or to any Shareholder for money damages except to the extent that (i) the Trustee or officer actually received an improper benefit or profit in money, property, or services, for the amount of the benefit or profit in money, property, or services actually received; or (ii) a judgment or other final adjudication adverse to the Trustee or officer is entered in a proceeding based on a finding in the proceeding that the Trustee's or officer's action or failure to act was the result of active and deliberate

dishonesty and was material to the cause of action adjudicated in the proceeding.

SECTION 9.3 Express Exculpatory Clauses in Instruments. Neither the Shareholders nor the Trustees, officers, employees or agents of the Trust shall be liable under any written instrument creating an obligation of the Trust, and all Persons shall look solely to the Trust Property for the payment of any claim under or for the performance of that instrument. The omission of the foregoing exculpatory language from any instrument shall not affect the validity or enforceability of such instrument and shall not render any Shareholder, Trustee, officer, employee or agent liable thereunder to any third party, nor shall the Trustees or any officer, employee or agent of the Trust be liable to anyone for such omission.

SECTION 9.4 Indemnification. To the extent provided in its Bylaws, the Trust shall have the power to indemnify, and to pay or reimburse reasonable expenses to, as such expenses are incurred by, each Shareholder, Trustee, officer, employee or agent (including any person who, while a Trustee of the Trust, is or was serving at the request of the Trust as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, other enterprise or employee benefit plan) from all claims and liabilities to which such person may become subject by reason of his being or having been a Shareholder, Trustee, officer, employee or agent.

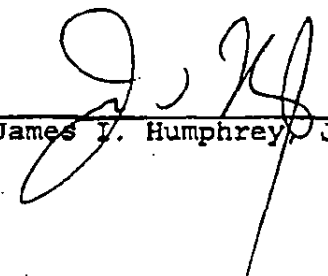
SECTION 9.5 Transactions Between the Trust and its Trustees, Officers, Employees and Agents. Subject to any express restrictions in this Declaration of Trust or adopted by the Trustees in the Bylaws or by resolution, the Trust may enter into any contract or transaction of any kind (including, without limitation, for the purchase or sale of property or for any type of services, including those in connection with underwriting or the offer or sale of Securities of the Trust) with any Person, including any Trustee, officer, employee or agent of the Trust or any Person affiliated with a Trustee, officer, employee or agent of the Trust, whether or not any of them has a financial interest in such transaction.

ARTICLE X MISCELLANEOUS

This Declaration of Trust is executed by the Trustee and delivered under the laws of the State of Maryland, and the rights of all parties and the validity, construction and effect of every provision hereof shall be subject to and construed according to the

laws of the State of Maryland without regard to conflicts of laws provisions thereof.

IN WITNESS WHEREOF, this Declaration of Trust has been executed on this 11th day of March, 1997 by the undersigned Trustee, who acknowledges that this document is his act, that to the best of his knowledge, information, and belief, the matters and facts set forth herein are true in all material respects and that this statement is made under the penalties for perjury.


James I. Humphrey, Jr.

STATE OF MARYLAND

COUNTY OF MONTGOMERY

On this 11th day of March, 1997, before me personally appeared James I. Humphrey, Jr., known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

[SEAL]


Notary Public

My commission expires: 10/12/99