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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 652611 4816329
AUTHORIZATION : Patricia Pizut
COST LIMIT : \$ 70.00

ORDER DATE : December 30, 1997

ORDER TIME : 10:24 AM

ORDER NO. : 652611-015

300002387023--8

CUSTOMER NO: 4816329

CUSTOMER: Ms. Judy David
Motel 6 Operating L.p.
14651 Dallas Parkway
Suite 500
Dallas, TX 75240-8897

LL
12/31

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FOREIGN FILINGS

NAME: UNIVERSAL COMMERCIAL CREDIT
LEASING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

RECEIVED
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DIVISION OF CORPORATIONS

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. Universal Commercial Credit Leasing, 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
(State or country under the law of which it is incorporated)

3. Applied For
(FEI number, if applicable)

4. December 16, 1997
(Date of incorporation)

5. Perpetual
(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. 2 Overhill Road, Suite 420, Scarsdale, New York 10583
(Current mailing address)

8. Any lawful act or activity for which corporations may be organized to do business under the laws of Arizona.
(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.

Babara J. Ingely Asst. Vice President
(Registered agent's signature) (Officer)

Asst. Vice President

(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Randy Sokolik

Address: 2 Overhill Road, Suite 420

Scarsdale, New York 10583

Director: John Lehodey

Address: 2 Overhill Road, Suite 420

Scarsdale, New York 10583

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B. OFFICERS

President: John Lehodey

Address: 2 Overhill Road, Suite 420

Scarsdale, New York 10583

Vice President: Randy Sokolik

Address: 2 Overhill Road, Suite 420

Scarsdale, New York 10583

Secretary: Randy Sokolik

Address: 2 Overhill Road, Suite 420

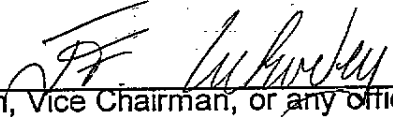
Scarsdale, New York 10583

Treasurer: Randy Sokolik

Address: 2 Overhill Road, Suite 420

Scarsdale, New York 10583

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)

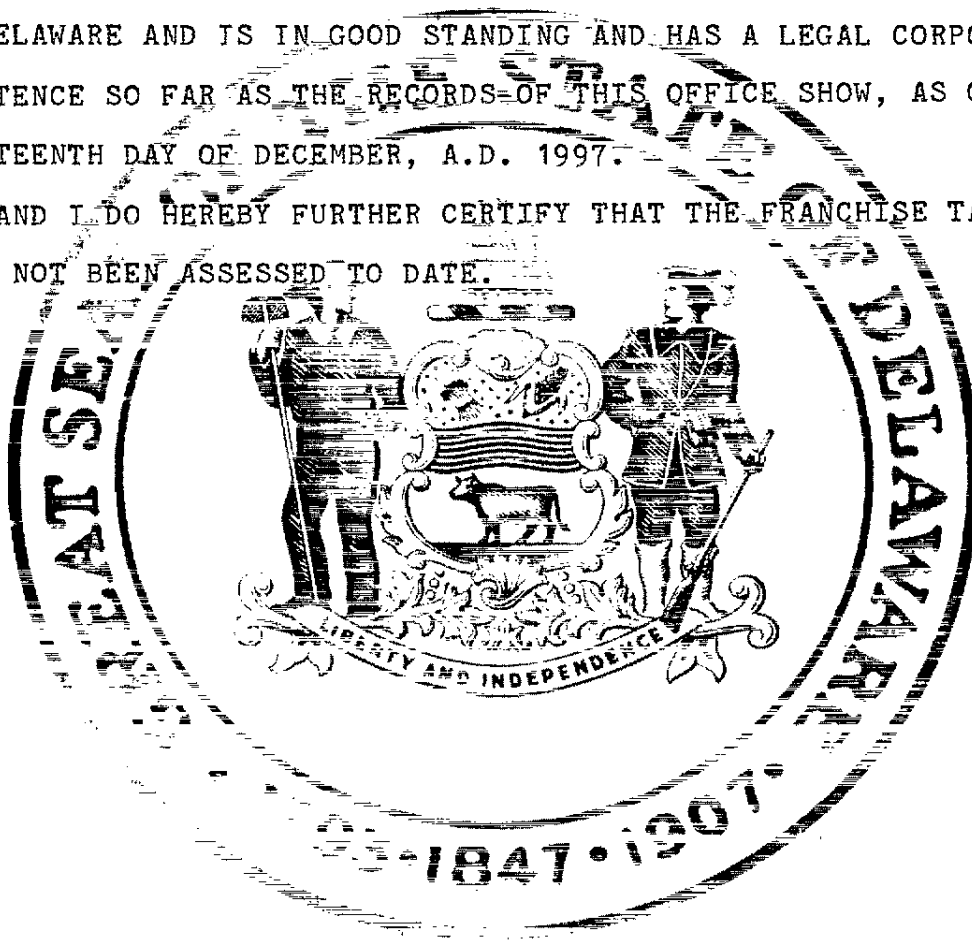
14. John Lehodey, President
(Typed or printed name and capacity of person signing application)

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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 "UNIVERSAL COMMERCIAL CREDIT LEASING, 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 NINETEENTH DAY OF DECEMBER, A.D. 1997.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8825617

DATE: 12-19-97