



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 673890 4816329

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizito

ORDER DATE : January 19, 1998

ORDER TIME : 9:48 AM

ORDER NO. : 673890-030

400002404554--0

CUSTOMER NO: 4816329

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

FOREIGN FILINGS

NAME: UNIVERSAL COMMERCIAL CREDIT
LEASING II, 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 PM 12:55

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RECEIVED
98 JAN 20 AM 10:52
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 II, 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. January 7, 1998
(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. 300 Delaware Avenue, Suite 571, Wilmington, Delaware 19801
(Current mailing address)
8. to own, operate lease & sublease motel properties & to engage in all activities incidental thereto
(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)

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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.

Corporation Service Company

(Registered agent's signature) (Officer)

Brian Courtney, Asst. V.P.

(Type Name and Title of Officer)

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: John Lehodey

Address: 300 Delaware Avenue, Suite 571
Wilmington, Delaware 19801

Director: Randy Sokolik

Address: 300 Delaware Avenue, Suite 571
Wilmington, Delaware 19801

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

14. BARRY A. CROZIER, VICE PRESIDENT & ASST. 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
Universal Commercial Credit Leasing II, Inc.**

1. John Lehodey, President
300 Delaware Avenue, Suite 571
Wilmington, Delaware 19801
2. Randy Sokolik, Secretary & Treasurer
300 Delaware Avenue, Suite 571
Wilmington, Delaware 19801
3. Barry Crozier, Vice President & ASST. SECRETARY
300 Delaware Avenue, Suite 571
Wilmington, Delaware 19801
4. Eileen Conner, Vice President
300 Delaware Avenue, Suite 571
Wilmington, Delaware 19801

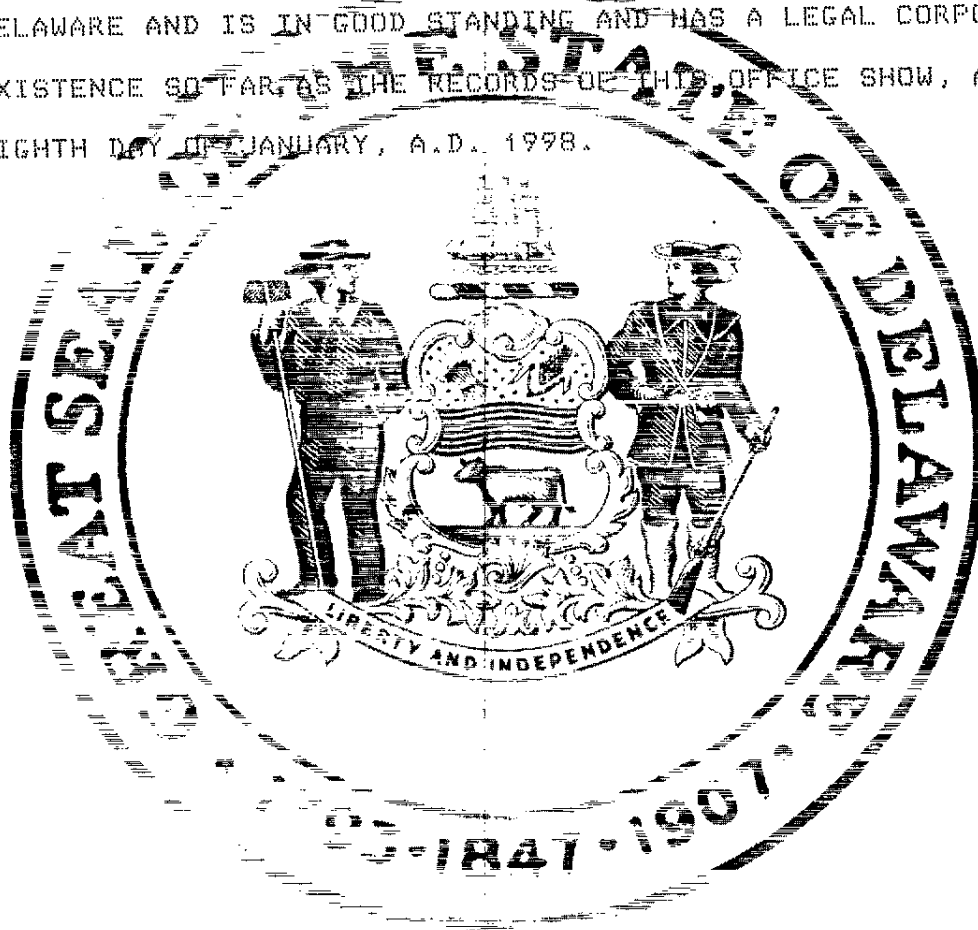
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY, "UNIVERSAL COMMERCIAL CREDIT LEASING II, 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 EIGHTH DAY OF JANUARY, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8874613

DATE:

01-08-98