

F98000001951



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 762751 4816329

AUTHORIZATION : *Patricia P...*

COST LIMIT : \$ 70.00

ORDER DATE : March 31, 1998

ORDER TIME : 10:27 AM

ORDER NO. : 762751-035

CUSTOMER NO: 4816329

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

300002478283--8

wq8-7496

FOREIGN FILINGS

NAME: UNIVERSAL COMMERCIAL CREDIT
LEASING III, INC.

*LL
4/6*

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -3 PM 2:58
RECEIVED
98 APR -3 PM 12:09
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1998

CSC
ATTN: JANNA WILSON

SUBJECT: UNIVERSAL COMMERCIAL CREDIT LEASING III, INC.
Ref. Number: W98000007496

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 498A00017908

RESUBMIT

Please give original
submission date as file date.

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 III, 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.

51-0379843

(FEI number, if applicable)

4. March 23, 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 acts with
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

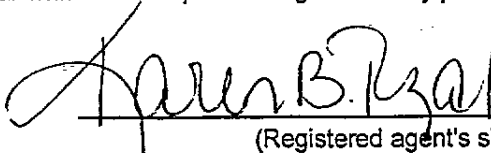
Office Address: 1201 Hays Street

Tallahassee, Florida, 32301

(Zip Code)

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.



(Registered agent's signature) (Officer)

Karen B. Rozar, As Its Agent

(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: John Lehodey

Address: 300 Delaware Avenue, Suite 571

Wilmington, Delaware 19801

Director: Randy Sokolik

Address: 300 Delaware Avenue, Suite 571

Wilmington, DE 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
(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 III, 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
5. Benjamin Cohen, Vice President
300 Delaware Avenue, Suite 571
Wilmington, Delaware 19801

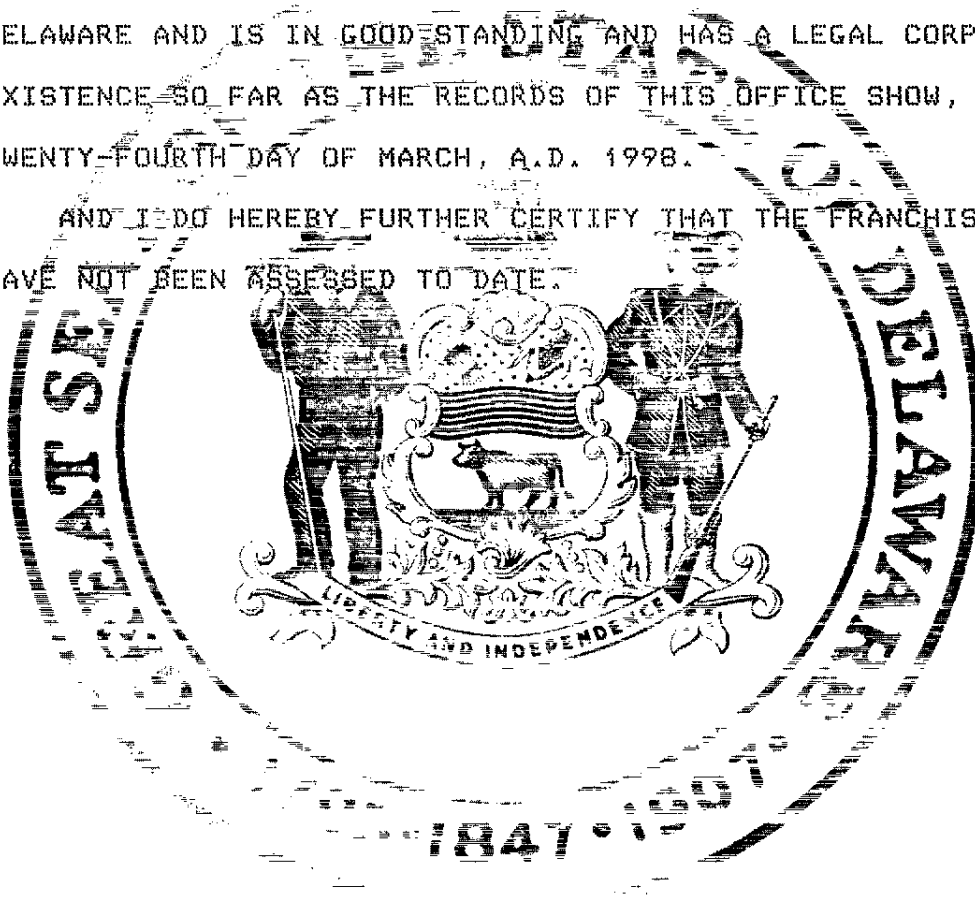
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNIVERSAL COMMERCIAL CREDIT LEASING III, 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 TWENTY-FOURTH DAY OF MARCH, A.D. 1998.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2874937 8300

DATE:

8990080

981113236

03-24-98