

Document Number Only

F98000002183

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

800002492548--1

-04/17/98--01084--007
*****70.00 *****70.00

800002492548--1

-04/17/98--01084--008
*****8.75 *****8.75

Condoleezza Leasing No. 2, Inc.

04/17

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DIVISION OF CORPORATIONS

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> UCC-1 UCC-3 |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Call When Ready | | |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

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Thanks, Melanie ☺

4-17-98

File 2nd

CR2E031 (1-89)

Candlewood Hotel Company, Inc.
9342 East Central
Wichita, Kansas 67206
(316) 631-1300

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NAME CONSENT

The undersigned corporation, a corporation organized under the laws of the State of Delaware and authorized to transact business in the State of Florida as a foreign corporation, hereby consents to the use of the name "Candlewood Leasing No. 2, Inc." by a corporation organized under the laws of the State of Delaware and about to apply for a Certificate of Authority to transact business as a foreign corporation in the State of Florida.

CANDLEWOOD HOTEL COMPANY, INC.
a Delaware corporation

Dated: April 10, 1998

By: 

Warren D. Fix
Executive Vice President,
Chief Financial Officer and Secretary

Date: April 10, 1998

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. Candlewood Leasing No. 2, 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. April 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. 9342 East Central, Wichita, Kansas 67206
(Current mailing address)
8. _____
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

C T Corporation System


(Registered agent's signature) (Officer)

M. T. Fitzpatrick, Assistant Secretary
(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: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

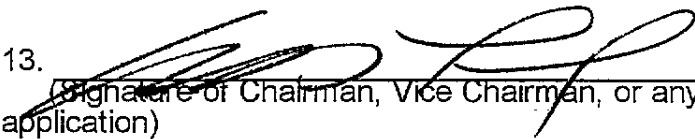
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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

 _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Warren D. Fix, 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

**Directors of
Candlewood Leasing No. 2, Inc.**

1. Jack P. DeBoer
9342 East Central
Wichita, Kansas 67206
2. James E. Roos
9342 East Central
Wichita, Kansas 67206
3. Warren D. Fix
9342 East Central
Wichita, Kansas 67206

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Candlewood Leasing No. 2, Inc.**

1. Jack P. DeBoer, Chairman of the Board/CEO
9342 East Central
Wichita, Kansas 67206
2. James E. Roos, President/Chief Operating Officer
9342 East Central
Wichita, Kansas 67206
3. Warren D. Fix, Exec. V.P./Chief Financial Officer, Secretary
9342 East Central
Wichita, Kansas 67206
4. Thomas R. Kennalley, V.P.-Controller/Asst. Secretary
9342 East Central
Wichita, Kansas 67206
5. Pamela J. Cloud, Asst. Secretary
9342 East Central
Wichita, Kansas 67206

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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 "CANDLEWOOD LEASING NO. 2, 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 SEVENTH DAY OF APRIL, A.D. 1998.

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

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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

2881152 8300

AUTHENTICATION:

9016347

981133837

DATE:

04-07-98