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REFERENCE : 387341 4304847

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : ~~\$ 78.75~~ *293.75*

ORDER DATE : September 27, 1999

ORDER TIME : 11:21 AM

ORDER NO. : 387341-005

800002997938--4

CUSTOMER NO: 4304847

CUSTOMER: Mr. Justin Harvey
GOODWIN, PROCTER & HOAR LLP
GOODWIN, PROCTER & HOAR LLP
Exchange Place
53 State St., 23rd Floor -
Boston, MA 021092881

DOMESTIC FILING

NAME: TELEMATRIX EQUIPMENT, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS: _____

Name	MJH
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 27 AM 10:23

RECEIVED
99 SEP 27 PM 1:34
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
TELEMATRIX EQUIPMENT, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 27 AM 10:23

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is TeleMatrix Equipment, LLC (the "Company").
2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of (all of) the remaining member(s).
3. Mailing Address and Street Address. The Company's mailing address is: c/o La Quinta Inns, Inc., 909 Hidden Ridge, Suite 600, Irving, TX 75038. The Company's street address is: c/o La Quinta Inns, Inc., 909 Hidden Ridge, Suite 600, Irving, TX 75038.
4. Registered Agent and Office. The name of the initial registered office of the Company is Corporation Service Company. The street address of the initial registered agent of the Company is: 1201 Hays Street, Tallahassee, FL 32301.
5. Additional Members. Additional member(s) to the Company may be admitted, but only if (all of) its current member(s) agree(s) to the admission of the additional member(s) and to the terms of admission.
6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining member(s) may, by unanimous written agreement, continue business of the company.
7. Management of the Company. The Company shall initially be managed by the following person who shall serve as manager until the first annual meeting of the members or until his successor is elected and qualify:

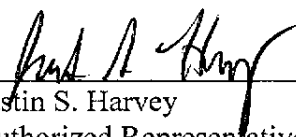
William C. Baker
c/o Meditrust Operating Company
197 First Avenue, Suite 100
Needham Heights, MA 02194

Therefore, the Company shall be managed by one manager who shall be elected annually as provided in the regulations.

8. Regulations. The member(s) shall have the power to adopt, alter, amend or repeal regulations of the company containing provisions for the regulation and management of the affairs of the Company.

9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida department of State.

The undersigned executed these Articles of Organization effective as of September 24, 1999.


Justin S. Harvey
Authorized Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: TELEMATRIX EQUIPMENT, LLC

2. The name and the Florida street address of the registered agent are:

The Company Corporation
NAME

1201 Hays Street

Florida street address (P. O. Box NOT ACCEPTABLE)

Tallahassee, FL 32301
CITY, STATE AND ZIP

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Laura R. Dunlap
SIGNATURE

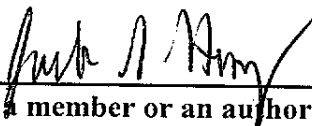
**Laura R. Dunlap
as its agent**

Filing Fee: \$ 35 for Designation of Registered Agent

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of _____
TeleMatrix Equipment, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 100,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____;
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 100,000.



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Justin S. Harvey

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit