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RECEIVED
06 MAY 19 AM 8:38
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2006 MAY 19 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 116350 7155110
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 55.00

ORDER DATE : May 18, 2006
ORDER TIME : 3:44 PM
ORDER NO. : 116350-025
CUSTOMER NO: 7155110

FILED
2006 MAY 19 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: WYNDHAM FRANCHISE SYSTEMS, LLC

XX

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Pollye Janisse -- EXT# 2954

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

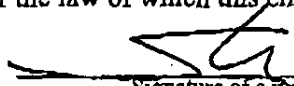
SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Wyndham Franchise Systems, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: April 5, 2006

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SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? April 20, 2006
5. New name of the limited liability company: Wyndham Hotels & Resorts, LLC
6. If the amendment changes the period of duration, indicate new period of duration:
no change
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
no change
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: n/a
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized
representative of a member

Stephen P. Holmes

Typed or printed name of signee

Filing Fee: \$25.00

Delaware

PAGE 1

The First State

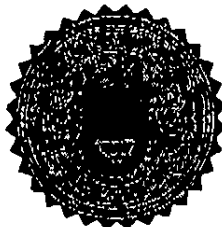
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "WYNDHAM FRANCHISE SYSTEMS, LLC", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "WYNDHAM HOTELS & RESORTS, LLC", THE TWENTIETH DAY OF APRIL, A.D. 2006, AT 12:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTIETH DAY OF APRIL, A.D. 2006, AT 11:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WYNDHAM FRANCHISE SYSTEMS, LLC" WAS FORMED ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

4029168 8320

AUTHENTICATION: 4756438

060474414

DATE: 05-18-06