

P26067

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04 DEC 20 PM 1:34

SECRETARY OF STATE
TALLAHASSEE, FL 32301

DEC 20 1:34 PM '04

N.C.
G. Donalberto DEC 21 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 092891 7155110

AUTHORIZATION

Patricia Pignato

COST LIMIT : \$ 35.00

ORDER DATE : December 17, 2004

ORDER TIME : 10:16 AM

ORDER NO. : 092891-015

CUSTOMER NO: 7155110

CUSTOMER: Valerie Coulson
Cendant Corporation
1 Campus Drive

Parsippany, NJ 07054

FOREIGN FILINGS

NAME: RAMADA FRANCHISE SYSTEMS, INC.

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

(Pursuant to s. 607.1504, F.S.)

FILED
04 DEC 20 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document number of corporation (if known))

- (Name of corporation as it appears on the records of the Department of State)

- (Incorporated under laws of)

- (Date authorized to do business in Florida)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 14, 2004

- (Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Lynn A. Feldman

December 15, 2004

(Date)

Vice Pres. & Asst. Sec.

(Title of person signing)

Delaware

PAGE 1

The First State

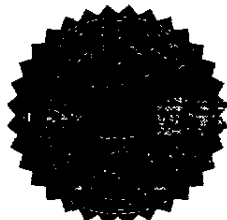
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "RAMADA FRANCHISE SYSTEMS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "RAMADA WORLDWIDE INC.", THE FOURTEENTH DAY OF DECEMBER, A.D. 2004, AT 1:26 O'CLOCK P.M.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RAMADA FRANCHISE SYSTEMS, INC." WAS INCORPORATED ON THE TENTH DAY OF AUGUST, A.D. 1989.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE 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

2204718 8320

AUTHENTICATION: 3560101

040918901

DATE: 12-17-04