

Budgetel Inns®

A Division of The Marcus Corporation  A NYSE company

Corporate Headquarters
250 East Wisconsin Avenue, Suite 1750
Milwaukee, WI 53202-4221
414-905-2000
414-905-2669 FAX

P38019

FILED
98 JUL 14 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 9, 1998

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100002587821--5
-07/14/98--01028--009
*****35.00 *****35.00

Re: Name change of Guest House Inn-Appleton, Inc., a Wisconsin corporation

To Whom It May Concern:

Enclosed, please find an executed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, whereby Guest House Inn-Appleton, Inc. has changed its name to Baymont Inns Hospitality Corporation, as well as a certificate from the State of Wisconsin evidencing the name change. As required, a check in the amount of \$35.00 is also included.

My return address is:

Karen Geiger
Baymont Inns Hospitality Corporation
250 E. Wisconsin Avenue, Suite 1700
Milwaukee, Wisconsin 53202

If you have any questions, please call me at (414) 905-1217.

Sincerely,

Karen E. Geiger

Karen E. Geiger
Law Clerk

Enclosure

VS JUL 20 1998

N/C

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
98 JUL 14 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Guest House Inn-Appleton, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Wisconsin 3. March 23, 1992
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? February 10, 1998

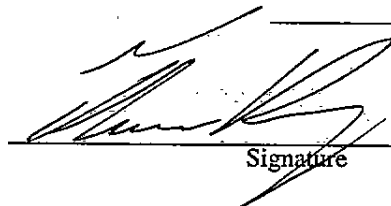
5. Baymont Inns Hospitality Corporation
Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."

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



Signature

July 9, 1998

Date

Thomas F. Kissinger

Typed or printed name

Secretary

Title

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

BAYMONT INNS HOSPITALITY CORPORATION


is a domestic corporation organized under the laws of this state and that its date of incorporation is SEPTEMBER 4, 1968.

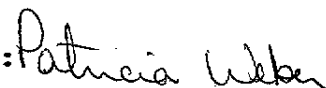
I further certify that said corporation was organized under the name PILGRIM THEATRE CORPORATION, changing its name to GUEST HOUSE INN - APPLETON, INC. on September 19, 1969, and changing its name to its present name on February 10, 1998.

I further certify that said corporation has, during its most recently completed report year, filed with this department an annual report required by sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes, and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
the official seal of the Department
on JULY 1, 1998.




Richard L. Dean, Secretary
Department of Financial Institutions

BY: 

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.