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C T CORPORATION SYSTEM		? PARCALLANASSECTION
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Address Tallahassee, Florida 32	301	ومدو ومناو ومناووسا ووساووسا ومناووسا
City State Zip	Phone 04-222-1092 ON(S) NAME ESSECTIVE DAYS	200000158 -01/05/960102 ****122,50 ***
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William WE DAIR

STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

DUNN INNKEEPERS, INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS:

DUNN INNKREPERS, INC.

Effective Date January 1, 1996 SECOND: THE ADDRESS OF THE PRINCIPAL OFFICE, AND THE MAILING ADDRESS OF THE CORPORATION IS:

> 1 CATE STREET SUITE 3 PORTSMOUTH, NH 03801

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: ONE THOUSAND (1,000) COMMON SHARES WITH A PAR VALUE OF CHE DOLLAR (\$1.00) EACH.

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE MAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

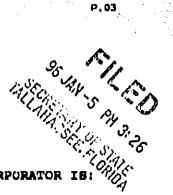
PIFTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS TWO (2). THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL HESTING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

DOUGLAS E. GREENE

1 CATE STREET SUITE 3 PORTSMOUTH, NH 03801

DAVID AKRIDGE

1 CATE STREET SUITE 3 PORTSHOUTH, NH 03801



SIXTH: THE NAME AND ADDRESS OF THE INCORPORATOR IS

CONNIE BRYAN

308 476 0156

660 EAST JEFFERSON STREET TALLAHASSEE, FL 32301

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 5TH DAY OF JANUARY, 1996.

ACCEPTANCE BY THE RECISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.B.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION

DATED JANUARY 5, 1996

DANNIE BRYAN

TOIAL ASSISTANT SECRETARY