

Richard D. Hamrick

Attorney at Law

P97000028549

March 26, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

200002125872--6

-03/27/97--01063--002

*****70.00 *****70.00

Re: Home Service Solutions, Inc.

Ladies and Gentlemen:

I enclose an original and one copy of Articles of Incorporation for the reference corporation together with a check in the amount of \$70.00 in payment of filing and registered agent fees.

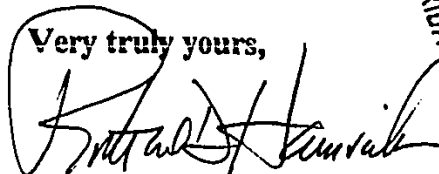
Should the enclosed meet with your approval, please affix your filing stamp to the enclosed copy and return to me with your acknowledgment letter.

Thank you for your assistance in this regard.

MAR 28

BSB

Very truly yours,



RICHARD D. HAMRICK

FILED
MAR 27 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HOME SERVICE SOLUTIONS, INC.**

FILED

97 MAR 27 PM 3:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is Home Service Solutions, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation are:

16057 Tampa Palms Blvd. W., Suite 193
Tampa, FL 33647

ARTICLE III

The number of shares of stock that this corporation is authorized to outstanding at any one time is One Million (1,000,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE IV

The name and street address of the initial registered agent are:

Richard D. Hamrick
8203 Crenshaw Circle
Tampa, FL 33615-2120

ARTICLE V

The name and street address of the incorporator of these articles of incorporation is:

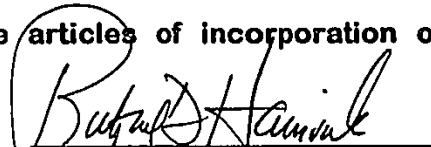
Richard D. Hamrick
8203 Crenshaw Circle
Tampa, FL 33615-2120

ARTICLE VI

The names and street address of the initial director of the corporation is:


Richard D. Hamrick
8203 Crenshaw Circle
Tampa, FL 33615-2120

The undersigned has executed these articles of incorporation on March 26, 1997.


Richard D. Hamrick
Incorporator

Acceptance of Registered Agent

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


Richard D. Hamrick
Registered Agent

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97 MAR 27 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Document Number Only

796000028550

SECRET
97 MAR 22 PM 3:45

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

000002127380--0
-03/28/97--01094--016
*****78.75 *****78.75

CSA 0869, Inc

☒ Profit Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Co.

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

☐ Certified Copy

☐ Photo Copies

☒ CUS G/S

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3/28

ARTICLES OF INCORPORATION
OF
ESA 0869, INC.

SECRET FILED
STATE OF FLORIDA
JAN 12 1965

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, causes to be executed the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the Corporation is ESA 0869, Inc.

ARTICLE 2. PURPOSES. The only purpose of the Corporation is to (a) own, develop and operate the property located in or near the City of Ft. Lauderdale, County of Broward, State of Florida, more particularly described on Exhibit "A" attached hereto and made a part hereof, as a hotel and (b) engage in such activities and exercise such other powers permitted to Corporations under the laws of the State of Florida that are necessarily incident to the purpose or necessary to accomplish the purpose set forth in the preceding clause (a).

ARTICLE 3. CORPORATE EXISTENCE. This Corporation shall have perpetual existence. The existence of the Corporation shall begin when these Articles are filed with the Secretary of State.

ARTICLE 4. CAPITALIZATION. The aggregate number of shares which the Corporation is authorized to issue is 1,000, having a par value of \$.01 each. All stock is common stock.

ARTICLE 5. REGISTERED OFFICE AND REGISTERED AGENT. The address of the Corporation's initial registered office in Florida is CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324; the name of its initial registered agent at that address is CT Corporation System.

ARTICLE 6. PRINCIPAL OFFICE. The mailing address of the initial principal office of the Corporation is 450 East Las Olas Boulevard, Suite 1100, Fort Lauderdale, Florida 33301.

ARTICLE 7. PERSONAL LIABILITY OF DIRECTORS. The personal liability of any director of the Corporation is hereby eliminated to the fullest extent permitted by the Florida Business Corporation Act, as the same may be amended and supplemented.

ARTICLE 8. INDEMNIFICATION. The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said code from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said code, and the

indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in said directors official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall enure to the benefit of the heirs, executors and administrators of such a person; provided, however, that notwithstanding anything contained in these Articles of Incorporation to the contrary, any obligation of the Corporation to indemnify any person under this Article 8 shall be fully subordinated to any obligation of the Corporation owing to the lender or its assignee arising under the Credit Facility Agreement or any Property Loan Agreement as described in Article 11 hereafter, and shall not constitute a claim against the Corporation or its assets until such time as all such obligations have been fully and indefeasibly paid in accordance with their terms and fully discharged and are no longer outstanding.

ARTICLE 9. INDEPENDENT DIRECTOR. At all times, at least one of the directors of the Corporation shall be an Independent Director. "Independent Director" shall mean a director of the Corporation who has at no time been, nor at any time shall be, a director or officer of, be employed by, or hold any beneficial interest in any Affiliate, and who shall at no time hold any beneficial interest in the Corporation. "Affiliate" shall mean any entity other than the Corporation (i) which owns beneficially, directly or indirectly, ten (10%) percent or more of the outstanding shares of the common stock of the Corporation, (ii) which is in control of the Corporation, as defined under Section 230.405 of the Rules and Regulations of the Securities and Exchange Commission, 17 C.F.R. §230.405, (iii) of which ten (10%) percent or more of the outstanding shares of its common stock is owned beneficially, directly or indirectly, by any entity described in clause (i) or (ii) above, or (iv) which is controlled by an entity described in clause (i) or (ii) above, as defined under Section 230.405 of the Rules and Regulations of the Securities and Exchange Commission, 17 C.F.R. §230.405.

ARTICLE 10. AMENDMENT OF BYLAWS. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the Corporation; provided, however, that any action in respect of the by-laws of the Corporation that bears upon whether the separate corporate identity of the Corporation and its Affiliates will be respected and the assets of the Corporation not consolidated with those of any Affiliate under applicable federal or state bankruptcy or insolvency law must receive the prior consent of the Independent Director.

ARTICLE 11. RESTRICTIONS ON CORPORATE ACTION. Only except as may be permitted in (i) that certain Credit Facility Agreement between Extended Stay America, Inc. and CS First Boston Mortgage Capital Corporation, dated as of May 17, 1996 (the "CFA Agreement"), or (ii) any Property Loan Agreement between the Corporation as Borrower and CS First Boston Mortgage Capital Corporation or its assignee as Lender, either agreement as amended from time to time, the Corporation shall:

11.1 Not engage in any business activity other than as set forth in Article 2 above nor own any asset other than its interest in a guest lodging facility located at the property referred to in Article 2;

11.2 not incur any indebtedness, secured or unsecured, direct or contingent (including guaranteeing any obligation) or guaranty any indebtedness;

11.3 not amend these Articles of Incorporation in such a manner as to either broaden its business purpose or otherwise adversely affect its existence as a single purpose, independent entity;

11.4 maintain bank accounts, records and books of account separate and apart from any other person or entity and neither commingle its funds and other assets with those of any other person or entity nor control the decisions with respect to the daily affairs of any other person or entity;

11.5 pay from its assets all obligations and indebtedness of any kind incurred by the Corporation, and shall not pay from its assets any obligations or indebtedness of any other person or entity;

11.6 maintain an arm's length relationship with its partners, affiliates and any other party furnishing services to it; and

11.7 not hold itself out as having agreed to be liable for the debts of any other person, and at all times the Corporation will hold itself out to the public as a legal entity separate and distinct from any other entity (including any shareholder or affiliate of the Corporation);

11.8 not enter into any contract or agreement with any shareholder, director, officer, principal or affiliate of the Corporation, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than a shareholder, a director, an officer, a principal or an affiliate;

11.9 not make any loans or advances to any third party (including any shareholder, director, officer, principal or affiliate);

11.10 be solvent and pay its debts from its own assets as the same become due and maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;

11.11 do all things necessary to preserve its existence and not seek the termination, dissolution or winding up, in whole or in part, of the Corporation;

11.12 file its own tax returns separate from any other person or entity other than a consolidated, unitary or other similar return filed with its direct or indirect parent or any wholly owned direct or indirect subsidiary of such parent;

11.13 maintain its assets in such a manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of any shareholder, any director, any officer, any principal, any affiliate or any other person; and

11.14 not merge or consolidate with or into any other entity or sell its assets substantially as an entity to any other entity.

ARTICLE 12. INDEPENDENT DIRECTOR CONSENTS. Without the prior consent of the Independent Director, the Corporation shall not:

12.1 enter into any transactions (other than dividends or distributions to the shareholders of the Corporation or indebtedness as provided in Section 7.6 H(d) of the CFA Agreement) between the Corporation and any Affiliates;

12.2 institute proceedings seeking liquidation, reorganization or other relief with respect to itself or its debts under any bankruptcy, insolvency or other similar law now or hereafter in effect, or seek or consent to such proceedings or the appointment of a receiver, liquidator, assignee, trustee, custodian, sequestrator or other similar official of the Corporation or a substantial part of its property, or make any assignment for the benefit of creditors, or, except as required by law, admit in writing its inability to pay its debts as they become due, or take any corporate action in furtherance of any of the foregoing;

12.3 undertake any action in respect of these Articles of Incorporation that bears upon whether the separate corporate identity of the Corporation and its Affiliates will be respected and the assets of the Corporation not consolidated with those of any Affiliate under applicable federal or state bankruptcy or insolvency law, or that amends, alters, changes or repeals Articles 2, 8, 9, 10, 11 or this Article;

12.4 undertake any of the actions set forth in Articles 11.1, 11.2, 11.3, 11.7, 11.8, 11.9 or 11.14 hereof, or fail to undertake any of the actions set forth in Articles 11.4, 11.5, 11.6, 11.10, 11.11, 11.12 and 11.13.

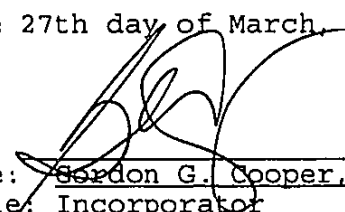
ARTICLE 13. PREEMPTIVE RIGHTS ABOLISHED. No shares issued by the Corporation shall be subject to any preemptive rights.

ARTICLE 14. INCORPORATORS. The name and address of each incorporator is:

Name: Gordon G. Cooper, Esquire
Address: P.O. Drawer 5587
Spartanburg, SC 29304
(864) 582-8121
Fla. Bar No.: 172715

ARTICLE 15. DIRECTORS. The number of Directors of this Corporation shall not be less than one (1).

Executed by the undersigned on the 27th day of March, 1997.

By: 
Name: Gordon G. Cooper, Esq.
Title: Incorporator

STATE OF South Carolina
COUNTY OF Spartanburg

Sworn to and subscribed before me this 27th day of March, 1997 by Gordon G. Cooper, Esq., who is personally known to me or who has produced his South Carolina driver's license as identification. (

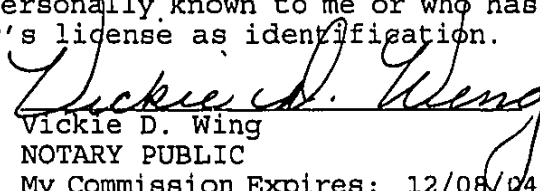

Vickie D. Wing
NOTARY PUBLIC
My Commission Expires: 12/08/04

EXHIBIT "A"

A portion of Tract "F", NORTH ANDREWS INDUSTRIAL AND COMMERCIAL CENTER, according to the plat thereof, as recorded in Plat Book 41, Page 45, of the public records of Broward County, Florida; and a portion of Tract "C", of said NORTH ANDREWS INDUSTRIAL AND COMMERCIAL CENTER;

AND all that portion of Lot 12, Block 2, NORTH ANDREWS INDUSTRIAL AND COMMERCIAL CENTER NO. 1, according to the plat thereof, as recorded in Plat Book 44, Page 49, of the public records of Broward County, Florida, lying Southeasterly of the Southeasterly right-of-way line of Interstate 95; and a portion of North Andrews Right-of-Way lying South of Interstate 95 (I-95) Right-of-Way and lying North of the Westerly extension of the North right-of-way line of N.E. 58th Street, as shown on the plat of PATTERSON PARK SECOND ADDITION, according to the plat thereof, as recorded in Plat Book 54, Page 2, of the public records of Broward County, Florida.

TOGETHER WITH: All that portion of the N.E. 59th Street Right-of-Way lying West of the Southerly extension of the East line of Tract "C", said NORTH ANDREWS INDUSTRIAL AND COMMERCIAL CENTER; AND TOGETHER WITH: All that portion of N.W. 59th Street lying East of Interstate 95 (I-95) right-of-way and lying South of Lot 12, Block 2, of said NORTH ANDREWS INDUSTRIAL AND COMMERCIAL CENTER NO. 1;

AND ALSO TOGETHER WITH: A portion of the external area of a 97.73 foot radius curve, whose Westerly tangent is the Westerly right-of-way line of North Andrews Avenue Extension (70 foot right-of-way) and whose Northerly tangent is the Westerly extension of Northerly right-of-way line of N.E. 58th Street (50 foot right-of-way); All being more fully described as follows:

Beginning at the Southeast corner of said Tract "C", NORTH ANDREWS INDUSTRIAL AND COMMERCIAL CENTER; thence S 01-51-39 E on the Southerly extension of the East line of said Tract "C", a distance of 25.00 feet; thence S 88-34-10 W on a line 25 feet South of and parallel with the South line of said Tract "C" and Westerly extension thereof, a distance of 150.42 feet; thence S 00-01-59 E, on a line 35 feet East of the Northerly extension of the East line of said Tract "F", and the said East line thereof, a distance of 329.27 feet to a point on a curve; thence Southerly on a curve to the left, whose tangent bears S 50-02-02 W, having a radius of 97.73 feet and a central angle of 50-04-01, an arc distance of 85.41 feet to a point on the said East line of Tract "F" and to a point of tangency; thence S 00-01-59 E, on the said East line, a distance of 15.51 feet; thence S 89-58-01 W, a distance of 60.00 feet; thence Northerly on the Easterly right-of-way line of North Andrews Avenue Realignment, the following two (2) courses and distances; N 18-46-56 W, a distance of 144.02 feet; thence N 26-17-22 W, a distance of 220.50 feet to the point of termination of the said two courses and distances; thence Northeasterly on the said Southeasterly right-of-way line of Interstate 95, the following

five courses and distances; N 48-39-42 E, a distance of 85.32 feet; thence N 51-16-12 E, a distance of 82.52 feet, thence N 48-39-42 E, a distance of 100.30 feet; thence N 46-26-04 E, a distance of 96.55 feet; thence N 48-39-42 E, a distance of 143.14 feet to the point of termination of said five courses and distances and to a point on the said East line of Tract "C"; thence S 01-51-39 E on the said East line of Tract "C", a distance of 220.96 feet to the Point of Beginning.

Said land situate, lying and being in Broward County, Florida, and containing 103,035 square feet, or 2.3654 acres, more or less.

F:\WP50\AF\EXTENDED\95378.031\CORP\EXHIBIT.A

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

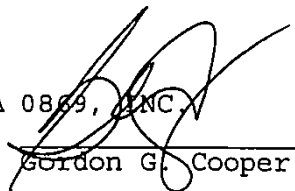
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 28 PM 3:45

IN COMPLIANCE WITH SECTION 48.091 OF THE FLORIDA STATUTES, the
following is submitted:

FIRST, that ESA 0869, INC., desiring to organize or qualify
under the laws of the State of Florida as a corporation for profit,
with its principal place of business in the City of Fort
Lauderdale, County of Broward, State of Florida, has named CT
Corporation System, located at 1200 South Pine Island Road, City of
Plantation, State of Florida, as its agent to accept service of
process within Florida.

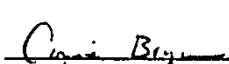
ESA 0869, INC.

BY:


Gordon G. Cooper, Esq.

Dated: March 27, 1997

HAVING BEEN NAMED to accept service of process for the above
stated corporation, at the place designated in this Certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties as such.


Registered Agent

Connie Bogan,
Special Asst. Secretary

Dated:

March 28, 1997