

P980000033616

MCDONALD, FLEMING, MOORHEAD & FERGUSON

Attorneys at Law

4300 Bayou Boulevard, Suites 12 and 13

Post Office Box 30009

Pensacola, Florida 32503-1009

A Partnership of Professional Associations

Edward P. Fleming

Telephone (850) 477-0660

Telecopier (850) 477-4510

April 8, 1998

100002485011--6

-04/10/98--01058--018

****122.50 ****122.50

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: DAYS INN OF CRESTVIEW, INC.

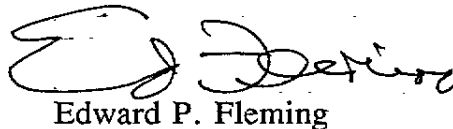
Dear Sir:

Enclosed please find Articles of Incorporation of DAYS INN OF CRESTVIEW, INC., and Acceptance of Appointment of Registered Agent. Also, please find our check for \$122.50 to cover the filing fee for a profit corporation, and registered agent designation.

If you should have any problems or concerns, please do not hesitate to contact me.

Sincerely,

EFFECTIVE DATE


Edward P. Fleming

4-8-98

EPF/psh

Enclosures

FILED
98 APR 10 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JK 4-13-98

**ARTICLES OF INCORPORATION
OF
DAYS INN OF CRESTVIEW, INC.**

FILED
98 APR 10 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE I

NAME AND MAILING ADDRESS

EFFECTIVE DATE

4-8-98

The name of this corporation is DAYS INN OF CRESTVIEW, INC., and the corporate mailing address is Post Office Box 130, Crestview, Florida 32536.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in and to transact any business for which corporations may be incorporated under the Florida General Corporation Act and to engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

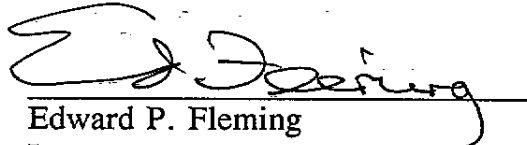
The street address of this corporation's initial registered office is 4300 Bayou Boulevard, Stes. 12 and 13, Pensacola, Florida 32503, and the name of this corporation's initial registered agent is Edward P. Fleming.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

Edward P. Fleming
4300 Bayou Boulevard, Stes. 12 & 13
Pensacola, Florida 32503

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 8th day of April, 1998.



Edward P. Fleming
Incorporator

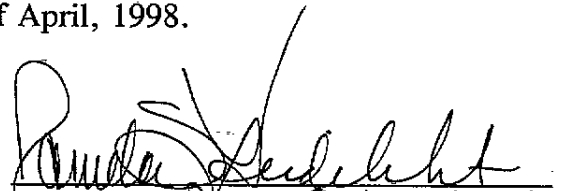
STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me the undersigned authority in and for said State and County personally appeared Edward P. Fleming, personally known to me to be the person described in, and who took an oath and freely and voluntarily subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the
State and County aforesaid this 8th day of April, 1998.

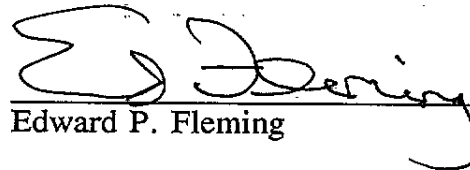
 Pamela S Heidebrecht
My Commission CC682428
Expires October 29, 2001


Print Name Pamela S. Heidebrecht
Notary Public, State of Florida
My Commission Expires: 10/29/2001

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Edward P. Fleming, accept the appointment as Registered Agent for
DAYS INN OF CRESTVIEW, INC., as set forth in its Articles of Incorporation being
filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal
this 8th day of April, 1998.


Edward P. Fleming

FILED
98 APR 10 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

4-8-98