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Prentiss Hall Corp
6430 Sunset Blvd Ste 1117
Los Angeles, CA
90028



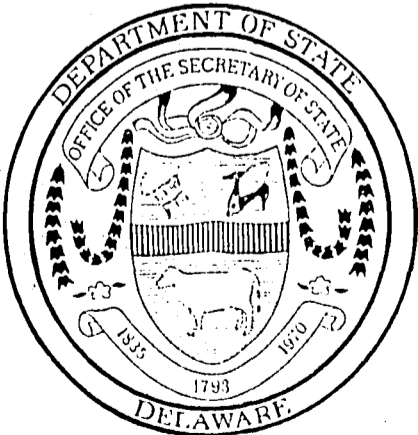
State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
~~XXXXXXXXXX~~ Restated Certificate of Limited Partnership
filed in this office on June 3, 1986

Dec 10 1 09 PM '87

MICHAEL BLASTFOK
CHIEF OF RECORDS
FILED FOR RECORD



Michael Harkins
Michael Harkins, Secretary of State

BY: *M. Maposky*

DATE: November 30, 1987

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AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF MOTEL 6 OPERATING L.P. **FILED**

JUN 3 1986

2:40 PM
L. L. Fisher
/

This Amended and Restated Certificate of Limited Partnership of Motel 6 Operating L.P. (the "Partnership"), dated as of June 2, 1986, has been duly executed and is being filed by the undersigned in accordance with the provisions of 6 Del. C. §17-210, to amend and restate the original Certificate of Limited Partnership of the Partnership, which was filed on May 30, 1986, with the Secretary of State of the State of Delaware (the "Certificate"), to form a limited partnership under the Delaware Revised Uniform Limited Partnership Act (6 Del. C. §17-101 et seq.).

The Certificate is hereby amended and restated in its entirety to read as follows:

1. Name. The name of the limited partnership formed and continued hereby is Motel 6 Operating L.P.
2. Registered Office. The address of the registered office of the Partnership in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.
3. Registered Agent. The name and address of the registered agent for service of process on the Partnership in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

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4. General Partner. The name and the mailing address of the sole general partner of the Partnership is:

Motel 6 G.P., Inc.
51 Hitchcock Way
Santa Barbara, California 93105

IN WITNESS WHEREOF, the undersigned general partner has duly executed this Amended and Restated Certificate of Limited Partnership as of the day and year first aforesaid.

Motel 6 G.P., Inc.

By: James A. Reu
Vice President and Treasurer

1983