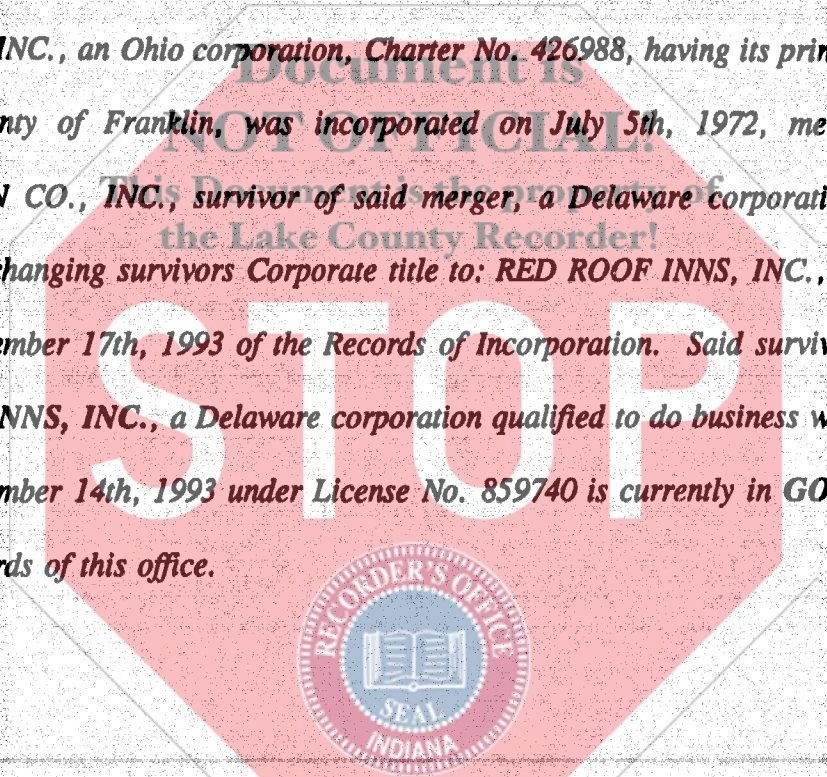


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UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show Certificate of AGREEMENT OF MERGER of RED ROOF INNS, INC., an Ohio corporation, Charter No. 426988, having its principal location in Hilliard, County of Franklin, was incorporated on July 5th, 1972, merging into: RRI ACQUISITION CO., INC., survivor of said merger, a Delaware corporation, License No. 859740, and changing survivors Corporate title to: RED ROOF INNS, INC., was filed in this office on December 17th, 1993 of the Records of Incorporation. Said surviving corporation, RED ROOF INNS, INC., a Delaware corporation qualified to do business within the State of Ohio on December 14th, 1993 under License No. 859740 is currently in GOOD STANDING upon the records of this office.



STATE OF OHIO
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WITNESS my hand and official seal at Columbus, Ohio this 3rd day of March, A.D. 1994

Bob Taft

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Bob Taft
Secretary of State