699144

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

200002585422--3
-07/10/98--01067--013
*****35.00 *****35.00

CORPORATION(S) NAME

Starwood Hotels & Resorts Trust
Name changing to:
Starwood Hotels & Resorts

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 10 PM 3:00

( ) Profit
( ) NonProfit
( ) Limited Liability Co.
( ) Foreign

(X) Amendment
Business Trust
( ) Dissolution/Withdrawal

( ) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement

( ) Annual Report
( ) Name Registration
( ) Fictitious Name

( ) Other
( ) Change of R.A.
( ) UCC

( ) Certified Copy
( ) Photo Copies
( ) CUS

( ) Call When Ready
(●) Walk In
( ) Mail Out

( ) Call if Problem
( ) Will Wait

( ) After 4:30
(●) Pick Up

98 JUL 10 PM 1:09
DIVISION OF CORPORATIONS
RECEIVED

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

JUL 10 1998

Thanks
Jeff

File Second

N/C 7/10/98

CR2E031 (1-89)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUL 10 PM 3:00

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
2/23/98 10:06

STARWOOD HOTELS & RESORTS TRUST

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY THAT:

FIRST: The Declaration of Trust of Starwood Hotels & Resorts Trust, a Maryland real estate investment trust (the "Trust"), is hereby amended by (a) deleting existing Section 1.1 in its entirety and substituting in lieu thereof a new Section 1.1 as set forth below, (b) deleting existing Section 6.1 in its entirety and substituting in lieu thereof a new Section 6.1 as set forth below and (c) adding a new Section 6.17 as set forth below:

"1.1 *Name*. The name of the Trust shall be "Starwood Hotels & Resorts." As far as practicable and except as otherwise provided in this Declaration, the Trustees shall conduct the Trust's activities, execute all documents, and sue or be sued in the name of Starwood Hotels & Resorts, or in their names as Trustees of Starwood Hotels & Resorts."

"6.1 *Shares*. The units into which the beneficial interests in the Trust will be divided shall be designated as Shares consisting of (a) 1,000,000,000 Trust Shares with a par value of $0.01 per share and having equal dividend, distribution, liquidation and other rights but without preference, pre-emptive, appraisal, conversion or exchange rights of any kind, (b) 200,000,000 Excess Trust Shares with a par value of $0.01 per share and having the rights provided in Article VI hereof, (c) 100,000,000 Trust Preferred Shares with a par value of $0.01 per share and having the rights provided in Article VI hereof and (d) 50,000,000 Excess Preferred Shares with a par value of $0.01 per share and having the rights provided in Article VI hereof; provided, however, that the Trustees may, in their discretion, create and authorize the issuance of Shares of one or more additional classes, or one or more series within any such class, with or without par value, having such voting rights, such rights to dividends, distributions and in liquidation, such conversion, exchange and redemption rights, and such designations, preferences, participation, and other limitations or restrictions, as shall not be prohibited by this Declaration or the Real Estate Investment Trust provisions of the Internal Revenue Code or the laws of the State of Maryland and as shall be specified by the Board of Trustees in their discretion in a resolution or resolutions duly adopted by the Board of Trustees and filed and accepted for record with the State Department of Assessments and Taxation of

I.D. NO# D0512608
ACKN. NO. - 1020311711d1
STARWOOD HOTELS & RESORTS TRUST
02/23/98 AT 10:06 A.M.

C:\WPF\502699.001

I hereby certify that this is a true and complete copy of the 5 page document on file in this office. DATED: June 30 1998.
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: Carla D. Simms, Custodian
This stamp replaces our previous certification system. Effective: 6/95

Maryland. As used herein, the term "Shares" shall mean and include (i) the Trust Shares, Excess Trust Shares, Trust Preferred Shares and Excess Preferred Shares, and (ii) from and after the issuance of Shares of any other and additional classes of Shares so created and authorized by the Trustees, such Shares. The certificates evidencing the Shares shall be in such form and signed (manually or by facsimile) on behalf of the Trust in such manner as the Trustees may from time to time prescribe or as may be prescribed in the Trustees' Regulations. The certificates shall be negotiable and title thereto and to the Shares evidenced thereby shall be transferred by assignment and delivery thereof to the same extent and in all respects as a share certificate of a Maryland corporation. The Shares may be issued for such consideration as the Trustees shall determine or by way of share dividend or share split in the discretion of the Trustees. Shares reacquired by the Trust shall no longer be deemed outstanding and shall have no voting or other rights unless and until reissued. Shares reacquired by the Trust may be cancelled and restored to the status of authorized and unissued Shares by action of the Trustees. All Shares shall be fully paid and non-assessable by or on behalf of the Trust upon receipt of full consideration for which they have been issued or without additional consideration if issued by way of share dividend or share split. The Board of Trustees may authorize the issuance from time to time of shares of beneficial interest of the Trust of any class or series, whether now or hereafter authorized, or securities or rights convertible into shares of beneficial interest of any class or series, whether now or hereafter authorized, for such consideration (whether in cash, property, past or future services, obligation for future payment or otherwise) as the Board of Trustees may deem advisable (or without consideration in the case of a share split, share dividend or contribution), subject to such restrictions or limitations, if any, as may be set forth in this Declaration or the Trustees' Regulations."

"6.17 *Redemption*. In the event that the Corporation shall redeem any shares of its capital stock pursuant to Article NINETEENTH of the Articles of Incorporation of the Corporation and such shares are subject to the limitation on transfer provided for in the Pairing Agreement, the Trust shall simultaneously redeem, upon the terms of such Article NINETEENTH, any Shares that are paired with such shares of the Corporation's capital stock pursuant to the Pairing Agreement."

SECOND: The total number of shares of beneficial interest which the Trust had authority to issue immediately prior to this amendment was (a) 200,000,000 Trust Shares, $0.01 par value per share, (b) 40,000,000 Excess Trust Shares, $0.01 par value per share, (c) 10,000,000 Excess Preferred Shares, $0.01 par value per share, (d) 30,000,000 Class A Exchangeable Preferred Shares, $0.01 par value per share, and (e) 15,000,000 Class B Exchangeable Preferred Shares, $0.01 par value per share. The aggregate par value of all shares of beneficial interest having par value was $2,500,000 (before being increased to $2,950,000 as a result of reclassification of 30,000,000 shares of beneficial interest as Class A Exchangeable Preferred Shares, $0.01 par value per share, and 15,000,000 shares of beneficial interest as Class B Exchangeable Preferred Shares, $0.01 par value per share).

THIRD: The total number of shares of beneficial interest which the Trust has authority to issue pursuant to the foregoing amendment is (a) 1,000,000,000 Trust Shares, $0.01 par value per share, (b) 200,000,000 Excess Trust Shares, $0.01 par value per share, (c) 100,000,000 Trust Preferred Shares, $0.01 par value per share (of which 30,000,000 are Class A Exchangeable Preferred Shares and 15,000,000 are Class B Exchangeable Preferred Shares), and (d) 50,000,000 Excess Preferred Shares, $0.01 par value per share. The aggregate par value of all authorized shares of beneficial interest having par value is $13,500,000.

FOURTH: The amendments to the Declaration of Trust of the Trust as set forth above have been duly advised by the Board of Trustees and approved by the shareholders of the Trust as required by law.

FIFTH: The undersigned Senior Vice President acknowledges these Articles of Amendment to be the trust act of the Trust and, as to all matters or facts required to be verified under oath, the undersigned Senior Vice President acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Trust has caused these Articles to be signed in its name and on its behalf by its Senior Vice President and attested to by its Secretary on this 23rd day of February, 1998.

STARWOOD HOTELS & RESORTS TRUST

ATTEST:

Sherwin L. Samuels
Secretary

By: Ronald C. Brown
Senior Vice President and
Chief Financial Officer

C:\WPF\502699.001
February 12, 1998

4821 2423

State of Maryland
DEPARTMENT OF ASSESSMENTS AND TAXATION
Charter Division

PARRIS N. GLENDENING
Governor
RONALD W. WINEHOLT
Director
PAUL B. ANDERSON
Administrator

DOCUMENT CODE 09 BUSINESS CODE ______ COUNTY 65
D0512608 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) ______
Surviving (Transferee) ______

CODE	AMOUNT	FEE REMITTED
10	70	Expedited Fee
61		Rec. Fee (Arts. of Inc.)
20	240	Organ. & Capitalization
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger, Consol.)
64		Rec. Fee (Transfer)
66		Rec. Fee (Revival)
65		Rec. Fee (Dissolution)
75		Special Fee
73		Certificate of Conveyance
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
70		Change of P.O., R.A. or R.A.A.
31		____ Corp. Good Standing
600		Returns
52		Foreign Qualification
NA		Foreign Registration
51		Foreign Name Registration
53		Foreign Resolution
54		For. Supplemental Cert.
56		Penalty
50		Cert. of Qual. or Reg.
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
80		For. Limited Partnership
91		Amend/Cancellation, For. Limited Part.
87		Limited Part. Good Standing
67		Cert. Limited Liability Partnership
68		LLP Amendment - Domestic
69		Foreign Limited Liability Partnership
74		LLP Amendment - Foreign
99		Art. of Organization (LLC)
98		LLC Amend. Diss. Continuation
97		LLC Cancellation.
95		Registration Foreign LLC
94		Foreign LLC Supplemental
09		LLC Good Standing (short)
13	15	1 Certified Copy ___
		Other ______

(New Name) ______

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Change of Business Code
___ Adoption of Assumed Name
___ Other Change(s) ______

CODE 193
ATTENTION: Andrea Sue Coker

MAIL TO ADDRESS: ______

NOTE: CERTIFIED COPY MADE

TOTAL FEES 345 ___ Credit Card
✓ Check ___ Cash

___ Documents on 1 checks

APPROVED BY: AJ

Room 809 - 301 West Preston Street - Baltimore, Maryland 21201
Phone: (410) 767-1350 - Fax: (410) 333-7097 - TTY users call Maryland Relay 1-800-735-2258
Toll Free in MD: 1-888-246-5941 - web site: http://www.dat.state.md.us

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