

Document Number Only

699144

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092
City State Zip Phone

CORPORATION(S) NAME

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

Starwood Hotels & Resorts Trust

name changing to:

Starwood Hotels & Resorts

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

- | | | |
|--|--|---|
| ☐ Profit | ☒ Amendment | ☐ Merger |
| ☐ NonProfit | ☒ Business Trust | |
| ☐ Limited Liability Co. | ☐ Dissolution/Withdrawal | ☐ Mark |
| ☐ Foreign | | |
| ☐ Limited Partnership | ☐ Annual Report | ☐ Other |
| ☐ Reinstatement | ☐ Name Registration | ☐ Change of R.A. |
| | ☐ Fictitious Name | ☐ UCC |
| ☐ Certified Copy | ☐ Photo Copies | ☐ CUS |
| ☐ 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

JUL 10 1998

Thank
Jeff

98 JUL 10 PM 1:09
CORPORATION

File Second

N/C 7/10/98
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUL 10 PM 3:00

STATE DEPARTMENT OF ASSESSMENTS
STARWOOD HOTELS & RESORTS TRUST AND TAXATION

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 the State of Maryland."

I.D. NO# 10512603
ACK. NO. - 102C3117101
STARWOOD HOTELS & RESORTS TRUST

07/10/98 AT 10:00 A.M.

C:\WPFF\502699.001
I hereby certify that this is a true and complete copy of the
document on file in this office. DATED: June 30 1998
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
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 true 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.

02/12/98 THU 21:04 FAX 1 410 525 5651

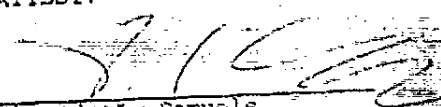
BALLARD SPAHR

2005

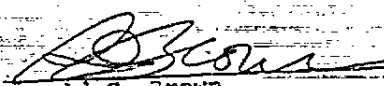
IN WITNESS WHEREOF the Trust has caused these Articles to be
signed in its name and on its behalf by its Senior Vice President
and attested to by its Secretary on this 23rd day of February,
1998.

ATTEST:

STARWOOD HOTELS & RESORTS TRUST


Sherwin L. Samuels
Secretary

By:


Ronald C. Brown
Senior Vice President and
Chief Financial Officer

C:\WP51\502699.001
February 12, 1998

4021 2423

State of Maryland
DEPARTMENT OF
ASSESSMENTS AND TAXATION



Charter Division

PARRIS N. GLENNING

RONALD B. WINTERHOLT

PAUL R. ANDERSON

DOCUMENT CODE

69

BUSINESS CODE

COUNTY

65

11512608

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT

FEES 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

(New Name)

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

Returns

600 Foreign Qualification
52 Foreign Registration
NA Foreign Name Registration
51 Foreign Resolution
53 For. Supplemental Cert.
54 Penalty
56 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
58 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
96 Registration Foreign LLC
94 Foreign LLC Supplemental
92 LLC Good Standing (short)
13 15 Certified Copy

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: Radia Ave
Coke

MAIL TO ADDRESS:

TOTAL
FEES

265

Credit Card

Check

Cash

Documents on checks

APPROVED BY:

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: 1-800-246-9941 • web site: http://www.dat.state.md.us

NOTE:
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