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ACCOUNT NO. : 072100000032

REFERENCE : 583720 4380061

AUTHORIZATION : *Patricia Pajito*

COST LIMIT : \$ 70.00

ORDER DATE : October 30, 1997

ORDER TIME : 9:39 AM

ORDER NO. : 583720-010

000002334790--9

CUSTOMER NO: 4380061

CUSTOMER: Ms. Joan R. McGlockton-52.862
Marriott International, Inc.
10400 Fernwood Rd.

Bethesda, MD 20817

FOREIGN FILINGS

NAME: NEW MARRIOTT MI, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 31 AM 11:26

8/10/31

RECEIVED
97 OCT 31 AM 10:46
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. NEW MARRIOTT MI, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. 52-2055918
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09/19/97 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. DEPT. 924.13, 10400 FERNWOOD ROAD, BETHESDA, MD 20817
(Current mailing address)
8. HOLDING COMPANY
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable) THE PRENTICE-HALL CORPORATION SYSTEM, INC.
Name: ~~CORPORATION SERVICE COMPANY~~
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Gloria M. Barry, Asst. Secy.
(Registered agent's signature)
(Gloria M. Barry, Asst. SEcy.)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. _____

JEFF B. STANT, ASSISTANT SECRETARY

(Typed or printed name and capacity of person signing application)

10/27/1997

**Marriott International, Inc.
Corporate Subsidiaries
Officer Listing**

Page Number : 1

Corporation : 018 - New Marriott MI, Inc.

Position

Name

Assistant Secretary(ies):	Carol Bruff
Assistant Secretary(ies):	Carolyn Colton
Assistant Secretary(ies):	Frederick W. B. Vogel
Assistant Secretary(ies):	G. Cope Stewart III
Assistant Secretary(ies):	James E. Akers
Assistant Secretary(ies):	James L. Best
Assistant Secretary(ies):	Jeff B. Stant
Assistant Secretary(ies):	Jeffrey A. Holdaway
Assistant Secretary(ies):	Joseph F. Scalo
Assistant Secretary(ies):	Kimberly S. Perini
Assistant Secretary(ies):	Maritza Cordero
Assistant Secretary(ies):	Michael B. Lichtenstein
Assistant Secretary(ies):	Nina R. Eldred
Assistant Secretary(ies):	Peter J. Swift
Assistant Secretary(ies):	Robert A. Searle
Assistant Secretary(ies):	Robert A. Stern
Assistant Secretary(ies):	Thomas E. Vickery
Assistant Secretary(ies):	Ward R. Cooper
Assistant Treasurer(s):	Carolyn B. Handlon
Chairman of the Board:	J. W. Marriott Jr
Chief Accounting Officer:	Stephen E. Riffie
Chief Executive Officer:	J. W. Marriott Jr
Chief Financial Officer:	Michael A. Stein
Chief Operating Officer:	William J. Shaw
Corporate Controller:	Billie I. Williamson
Director(s):	Joseph Ryan
Director(s):	Michael A. Stein
Director(s):	William J. Shaw
General Counsel:	Joseph Ryan
President:	William J. Shaw
Secretary:	Joan Rector McGlockton
Senior Vice President(s):	Brendan M. Keegan
Senior Vice President(s):	Carl Wilson
Senior Vice President(s):	M. Lester Pulse Jr.
Senior Vice President(s):	Raymond G. Murphy
Treasurer:	Raymond G. Murphy
Vice President(s):	Alice S. Marriott
Vice President(s):	Anthony F. Alibrio
Vice President(s):	Arne Sorenson
Vice President(s):	Arthur Bradford Bryan, Jr.
Vice President(s):	Carolyn B. Handlon
Vice President(s):	Charles D. O'Dell
Vice President(s):	Daryl A. Nickel
Vice President(s):	Edwin D. Fuller
Vice President(s):	Horst H. Schulze
Vice President(s):	James M. Sullivan
Vice President(s):	Joel Maier Eisemann
Vice President(s):	John L. Williams
Vice President(s):	Joseph Ryan
Vice President(s):	Karl Kilburg
Vice President(s):	Kevin M. Kimball
Vice President(s):	Lawrence E. Hyatt
Vice President(s):	Michael A. Stein

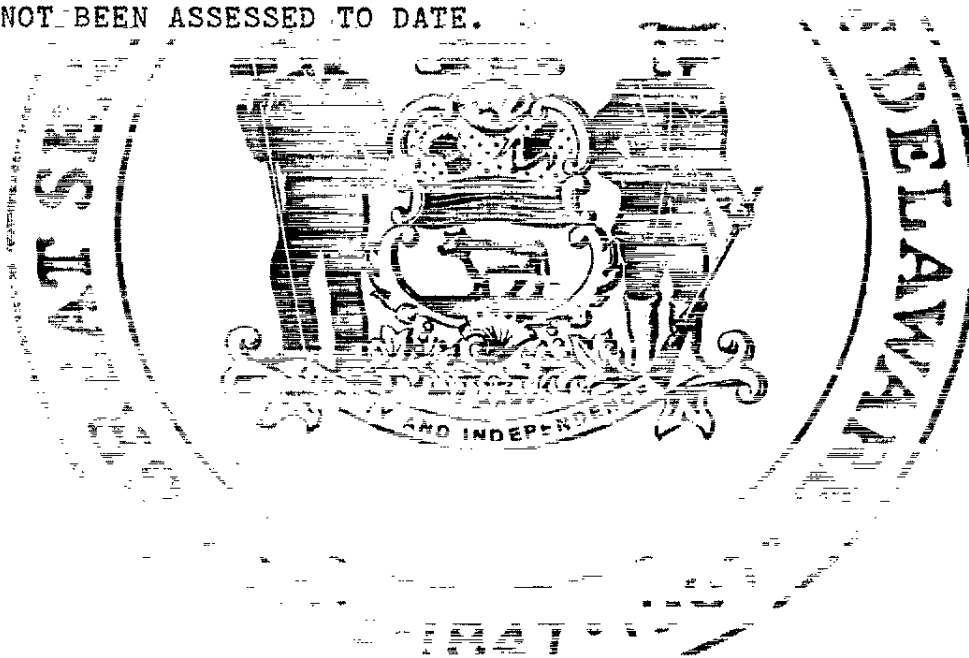
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW MARRIOTT MI, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 31 AM 11:26



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8727195

DATE: 10-28-97