

F98000006995

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 222-1092

City State Zip Phone

900002731889--9  
-01/06/99--01051--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION(S) NAME

HMC MERGER Corporation

99 JAN -6 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

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PLEASE RETURN EXTRA COPIES  
FILE STAMPED

TO  
JEFFREY D. BUTTERFIELD

66 JAN -6 AM 11:11

RECEIVED



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 6, 1999

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: HMC MERGER CORPORATION  
Ref. Number: F98000006995

*Mark - K  
Pick - P*

We have received your document for HMC MERGER CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 999A00000625

*ATTN: TERESA  
Please Buckle up  
Thank you!*

RECEIVED  
99 JAN - 8 AM 11: 48  
DIVISION OF CORPORATION

**M E M O R A N D U M**

December 30, 1998

**TO:** The Appropriate Filing Authority

**FROM:** Paul D. Manca, Esq.  
Hogan & Hartson L.L.P.

**RE:** **Filings on Behalf of:**  
**Host Marriott Corporation (a Delaware corporation) and**  
**HMC Merger Corporation (a Maryland corporation)**

Attached to this memorandum are filings on behalf of Host Marriott Corporation, a Delaware corporation ("old Host") and HMC Merger Corporation, a Maryland corporation ("new Host"), as their names currently appear on your records, both of which are currently qualified in this jurisdiction as foreign corporations.

On December 29, 1998, old Host reincorporated from the State of Delaware to the State of Maryland by merging with and into new Host, one of its wholly-owned subsidiaries at that time. New Host is the surviving corporation in the merger with old Host's existence having been terminated in the merger. As part of the merger, new Host was renamed "Host Marriott Corporation," the name previously used by old Host.

The attached documents are being presented for filing in this jurisdiction to reflect the following events:

1. The merger of old Host (a Delaware corporation) into new Host (a Maryland corporation), which resulted in new Host as the surviving corporation and the termination of old Host's existence; and
2. New Host's name change, as part of the merger, from "HMC Merger Corporation" to "Host Marriott Corporation" (which name should become available upon proper notification by means of filing of the attached documents that old Host, which had been using the name up until the merger, was merged out of existence).

Please accept for filing on behalf of old Host and new Host the attached documents to reflect the actions described above. If you have any questions or problems with respect to the attached documents or the actions described in this memorandum, please call me at (202) 637-5821.

Attachments

PROFIT CORPORATION

FILED  
99 JAN -6 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE  
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA  
(Pursuant to s. 607.1504, F.S.)

SECTION I

(1-3 must be completed)

- 1. HMC Merger Corporation  
Name of corporation as it appears on the records of the Department of State.
- 2. Maryland 3. December 21, 1998  
Incorporated under the laws of Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 29, 1998

5. Host Marriott Corporation  
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

no change  
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

no change  
New Jurisdiction

  
Signature  
Christopher G. Townsend  
Typed or printed name

December 30, 1998  
Date  
Vice President  
Title

# STATE OF MARYLAND

690392

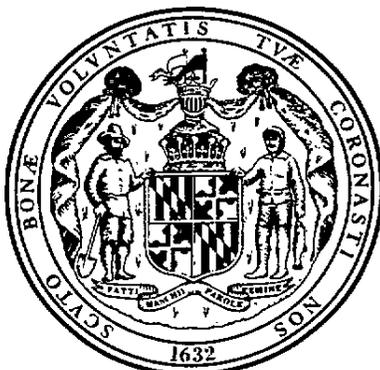
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, BETTY CHASE OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR THE RIGHT OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT

ARTICLES OF AMENDMENT OF HMC MERGER CORPORATION CHANGING ITS NAME TO HOST MARRIOTT CORPORATION WERE RECEIVED AND APPROVED FOR RECORD BY THIS DEPARTMENT ON DECEMBER 29, 1998.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 4TH DAY OF JANUARY, 1999.

*Betty Chase*  
BETTY CHASE  
CHARTER DIVISION