

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Feb 10 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P10329 (1)
 1. Corporation Name
MARRIOTT DISTRIBUTION SERVICES, INC.

Principal Place of Business 10400 FERNWOOD RD BETHESDA MD 20817 US	Mailing Address 10400 FERNWOOD ROAD DEPT 924.13 BETHESDA MD 20817
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25. Country	30. Country

3. Date Incorporated or Qualified 06/04/1986	
4. FEI Number 52-1190602	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81. Name	
82. Street Address (P.O. Box Number is Not Acceptable)	
83.	
84. City	85. Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ DATE: _____
Signature: typed or printed name of registered agent and state if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD SHAW, WILLIAM J	1.1 TITLE	PD Robert T. Pras
STREET ADDRESS	10400 FERNWOOD RD.	1.2 NAME	10400 Fernwood Road
CITY-ST-ZIP	BETHESDA MD	1.3 STREET ADDRESS	Bethesda MD 20817
CITY-ST-ZIP	BETHESDA MD	1.4 CITY-ST-ZIP	
TITLE	VD RYAN, JOSEPH	2.1 TITLE	
STREET ADDRESS	10400 FERNWOOD RD.	2.2 NAME	
CITY-ST-ZIP	BETHESDA MD	2.3 STREET ADDRESS	
CITY-ST-ZIP	BETHESDA MD	2.4 CITY-ST-ZIP	
TITLE	T MURPHY, RAYMOND G	3.1 TITLE	
STREET ADDRESS	10400 FERNWOOD RD	3.2 NAME	
CITY-ST-ZIP	BETHESDA MD	3.3 STREET ADDRESS	
CITY-ST-ZIP	BETHESDA MD	3.4 CITY-ST-ZIP	
TITLE	S MCGLOCKTON, JOAN RECTOR	4.1 TITLE	
STREET ADDRESS	10400 FERNWOOD RD.	4.2 NAME	
CITY-ST-ZIP	BETHESDA MD	4.3 STREET ADDRESS	
CITY-ST-ZIP	BETHESDA MD	4.4 CITY-ST-ZIP	
TITLE	AS BENZ, NANCY L.	5.1 TITLE	
STREET ADDRESS	10400 FERNWOOD RD.	5.2 NAME	
CITY-ST-ZIP	BETHESDA MD	5.3 STREET ADDRESS	
CITY-ST-ZIP	BETHESDA MD	5.4 CITY-ST-ZIP	
TITLE	VD STEIN, MICHAEL A.	6.1 TITLE	
STREET ADDRESS	10400 FERNWOOD ROAD	6.2 NAME	
CITY-ST-ZIP	BETHESDA MD	6.3 STREET ADDRESS	
CITY-ST-ZIP	BETHESDA MD	6.4 CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Change Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Nancy L. Benz*

2/2/98

CR2E034 (10/97)