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FILED
May 10, 1999 8:00 am
Secretary of State

05-10-1999 90173 027 ***150.00

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| PROFIT CORPORATION ANNUAL REPORT 1999 |  | FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS |
|--|---|--|

DOCUMENT # P10329

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 |
|---|--|

DO NOT WRITE IN THIS SPACE

| | | | | |
|--------------------------------------|---------------------------|--|--------------------------------|---|
| 2. Principal Place of Business 21 | 2a. Mailing Address 26 | 3. Date Incorporated or Qualified 06/04/1986 | 4. FEI Number 52-1190602 | Applied For Not Applicable |
| Suite, Apt. #, etc. 22 | Suite, Apt. #, etc. 27 | 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required | |
| City & State 23 | City & State 28 | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees | |
| Zip 24 | Country 25 | Zip 29 | Country 30 | 8. This corporation owes the current year Intangible Personal Property Tax. <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 | 85 Zip Code |
| 82 Street Address (P.O. Box Number is Not Acceptable) | FL |
| 83 | |
| 84 City | |

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

| | | |
|----------------|-------------------------|--|
| TITLE | PD | <input type="checkbox"/> DELETE |
| NAME | ROBERT T PRAS | |
| STREET ADDRESS | 10400 FERNWOOD RD. | |
| CITY-ST-ZIP | BETHESDA MD 20817 | |
| TITLE | VD | <input type="checkbox"/> DELETE |
| NAME | RYAN, JOSEPH | |
| STREET ADDRESS | 10400 FERNWOOD RD. | |
| CITY-ST-ZIP | BETHSEDA MD | |
| TITLE | T | <input type="checkbox"/> DELETE |
| NAME | MURPHY, RAYMOND G | |
| STREET ADDRESS | 10400 FERNWOOD RD | |
| CITY-ST-ZIP | BETHSEDA MD | |
| TITLE | S | <input checked="" type="checkbox"/> DELETE |
| NAME | MCGLOCKTON, JOAN RECTOR | |
| STREET ADDRESS | 10400 FERNWOOD RD. | |
| CITY-ST-ZIP | BETHSEDA MD | |
| TITLE | AS | <input type="checkbox"/> DELETE |
| NAME | BENZ, NANCY L. | |
| STREET ADDRESS | 10400 FERNWOOD RD. | |
| CITY-ST-ZIP | BETHESDA MD | |
| TITLE | VD | <input checked="" type="checkbox"/> DELETE |
| NAME | STEIN, MICHAEL A. | |
| STREET ADDRESS | 10400 FERNWOOD ROAD | |
| CITY-ST-ZIP | BETHESDA MD | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | |
|--------------------|--|
| 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | |
| 1.3 STREET ADDRESS | |
| 1.4 CITY-ST-ZIP | |
| 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | |
| 2.3 STREET ADDRESS | |
| 2.4 CITY-ST-ZIP | |
| 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | |
| 3.3 STREET ADDRESS | |
| 3.4 CITY-ST-ZIP | |
| 4.1 TITLE | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 4.2 NAME | Secretary W. David Mann |
| 4.3 STREET ADDRESS | 10400 Fernwood Rd |
| 4.4 CITY-ST-ZIP | Bethesda, MD 20817 |
| 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | |
| 5.3 STREET ADDRESS | |
| 5.4 CITY-ST-ZIP | |
| 6.1 TITLE | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 6.2 NAME | Director Arne M. Sorenson |
| 6.3 STREET ADDRESS | 10400 Fernwood Rd. |
| 6.4 CITY-ST-ZIP | Bethesda, MD 20817 |

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, with all other like empowered.

SIGNATURE: Nancy L. Benz Date: 4/21/99 Daytime Phone #: 301-380-8742

CR2E034 (11/98)