

815208

Merger

Filed 6-17-85

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6 pgs.

Chapter 1 Only

# 815208

HOPPING BOYD GREEN & SAMS  
Requestor's Name for THE PRENTICE-HALL CORPORATION  
SYSTEM, INC.

420 LEWIS STATE BANK BUILDING  
Address

TALLAHASSEE, FL 32314 222-7500  
City State ZIP Phone #  
Nancy Mazek

CORPORATION(S) NAME

MARRIOTT HOTEL SERVICES AND MANAGEMENT CORPORATION merger into  
MARRIOTT CORPORATION

(X) PROFIT ( ) NON-PROFIT ( ) AMENDMENT (X) MERGER

(X) FOREIGN ( ) DISSOLUTION ( ) MARK

( ) LIMITED PARTNERSHIP ( ) ANNUAL REPORT ( ) RESERVATION  
( ) REINSTATEMENT ( ) OTHER

( ) CERTIFIED COPY ( ) PHOTO COPIES ( ) CERTIFICATE UNDER SEAL

(X) WALK IN ( ) WILL WAIT (X) PICK UP ( ) MAIL OUT (X) CALL ( ) AFTER 4:30  
IF THERE IS A PROBLEM

|                   |         |
|-------------------|---------|
| Name Availability | 6-17-85 |
| Document Examiner | SRZ     |
| Updater           | SRZ     |
| Updater Verifier  | DE      |
| Acknowledgment    | BJH     |
| W.P. Verifier     | SRZ     |

WILL PICK UP BY WHEN READY

MERGER - A FOREIGN CORPORATION NOT QUALIFIED  
IN FLORIDA, INTO A FOREIGN CORPORATION

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MARRIOTT HOTEL SERVICES AND MANAGEMENT CORPORATION, a Delaware corporation not  
qualified in Florida

-----merging into-----

MARRIOTT CORPORATION, a Delaware corporation

Surviving Charter Number: 815208

Filing Date: June 17, 1985

State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF MARRIOTT CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING MARRIOTT HOTEL SERVICES AND MANAGEMENT CORPORATION A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF MAY, A.D. 1985, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

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A handwritten signature in cursive script, reading "Michael Harkins".  
Michael Harkins, Secretary of State

AUTHENTICATION: 10517903  
DATE: 06/05/1985

851440162

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MARRIOTT HOTEL SERVICES AND MANAGEMENT CORPORATION

INTO

MARRIOTT CORPORATION

MARRIOTT CORPORATION, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 10th day of July, 1929, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Marriott Hotel Services and Management Corporation a corporation incorporated on 22nd day of July 1975, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 26th day of April, 1985, determined to and did merge into itself said Marriott Hotel Services and Management Corporation.

RESOLVED, that Marriott Corporation merge into itself Marriott Hotel Services and Management Corporation, a Delaware Corporation and wholly owned subsidiary, and assume all of its obligations; and

RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware; and

RESOLVED, that the proper officers of this corporation are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Marriott Hotel Services and Management Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of Kent County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Marriott Corporation has caused this certificate to be signed by William O. Kafes its Vice President and attested by Shirley J. Evans, its Assistant Secretary, this 6th day of May, 1985.

MARRIOTT CORPORATION

William O. Kafes  
William O. Kafes  
Vice President

ATTEST:

Shirley J. Evans  
Shirley J. Evans  
Assistant Secretary