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Qualification Documents

Filed 4-14-61

62 pgs.

P-15,208

HOV SHOPPER, INC.

FILED: APRIL 14, 1961

BOX: 45

PAGE: 344

April 14, 1961

C T Corporation System  
Munsey Building  
Washington 4, D. C.

Attn: Hon. G. S. Peabbles

Gentlemen:

I am enclosing herewith permit issued to HOT SHOPPES, INC., a Delaware corporation, authorizing said corporation to transact business within the State of Florida, having filed in this office duly authenticated copy of its charter as required by Law.

Receipt for \$316.50 showing payment of the filing fee and charter tax is also enclosed.

Very truly yours,

Tom Adams  
Secretary of State

By \_\_\_\_\_  
Director, Foreign corporations

/res  
encls/

# C T CORPORATION SYSTEM

CT  
SYSTEM

ASSOCIATED WITH THE CORPORATION TRUST COMPANY

ALBANY	ATLANTA	BALTIMORE
BOSTON	BUFFALO	CHICAGO
CINCINNATI	CLEVELAND	DALLAS
DENVER	DETROIT	DOVER, DEL.
HOUSTON	JERSEY CITY	LOS ANGELES
MINNEAPOLIS	NEW YORK	PHILADELPHIA
PITTSBURGH	SAN FRANCISCO	SEATTLE
ST. LOUIS	WASHINGTON	WILMINGTON, DEL.

WASHINGTON 4.  
MUNSEY BUILDING  
DISTRICT 2, 2001

April 12, 1961

Secretary of State of Florida  
Att: Corporation Department  
Tallahassee, Florida

Re: HOT SHOPPES, INC.

Gentlemen:

At the request of counsel for the above company, Frank C. Kimball, Esq., 5161 River Road, Washington 16, D. C., we enclose herewith an executed copy of affidavit covering the amount of capital to be employed and one certified copy of charter documents and a check payable to your order in the amount of \$316.50.

If papers are in order, please place same on record, furnish us with the usual receipt and evidence covering the qualification.

We greatly appreciate your cooperation in these matters.

Very truly yours,

C T CORPORATION SYSTEM

By

*C. S. Peabbles*  
C. S. Peabbles  
Assistant Secretary

CSP:clv  
Enc.

C. S. Peabbles	316.50
500	
316.50	
316.50	
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APR 14 9 02 AM '61  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



STATE OF FLORIDA

Affidavit of Amount of Capital Employed and/  
to be Employed in the State

HOT SHOPPES, INC.

(Name of Corporation)

Delaware

(Incorporated Under Laws of)

5161 River Road, Washington 16, D. C.

(Principal Place of Business)

\$3,750,000.00

(Total Authorized Capital Stock)

\$247,500.00

(Amount of Capital Allocated to Florida)

Proportion of anticipated sales in Florida

(State How You Arrived at This Figure)

Nature of business to be carried on within the State of Florida a general  
restaurant, cafe, cafeteria and catering business

Woodrow D. Marriott  
President or Vice-President

(SEAL)

ATTEST:

Frank C. Kimball  
Secretary or Assistant Secretary

STATE OF MARYLAND

COUNTY OF MONTGOMERY

ss.

Personally appeared before me, an officer authorized to take acknowledgments,

Woodrow D. Marriott

who states that he is Vice President of HOT SHOPPES, INC.

, and that the information above is correct to the best of his  
knowledge.

Sworn to and subscribed before me this 11th day of April

A.D. 19 61.

(NOTARIAL SEAL)

Elmer Wingo  
My Commission Expires May 1, 1961

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION

First. The name of this Corporation shall be  
HOT SHOPPES, INC.

Second. Its principal office or place of business  
in the State of Delaware, shall be located in the town of Dover,  
County of Kent, and its resident agent shall be The Capital  
Trust Company of Delaware, whose address is 15-17 Dover Green  
Dover, Kent County, Delaware.

Third. The nature of the business and the objects  
and purposes proposed to be transacted, promoted and carried  
on, are to do any or all of the things herein set forth as  
fully and to the same extent as natural persons might or  
could do, and in any part of the world, viz:

To carry on and conduct a general restaurant, cafe,  
cafeteria, catering and grocery business; to dispense soft  
drinks and beverages of every kind and nature in connection  
therewith; to run and operate "drive in" stands and other  
shops for the purpose of carrying on said business; to en-  
gage in the business of entertainments, amusements and other  
means of diversion.

To manufacture, purchase or acquire in any lawful  
manner and to hold, own, mortgage, pledge, sell, transfer, or  
in any manner dispose of, and to deal and trade in goods,  
wares, merchandise, and property of any and every class and  
description, and in any part of the world.

To acquire the good will, rights and property, and  
to undertake the whole or any part of the assets or liabilities  
of any person, firm, association or corporation; to pay for the

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SECRETARY OF STATE  
DELAWARE

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same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To apply for, purchase, or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State or any other State, country, nation or government and while owner of said stock may exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness whether secured by

mortgage or otherwise, as well as to secure the same by mortgage or otherwise.

To conduct business in any of the States, territories, colonies or dependencies of the United States, in the District of Columbia, and in any and all foreign countries, to have one or more offices therein, and therein to hold, purchase, mortgage and convey real and personal property, without limit as to the amount.

To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

To purchase, hold and reissue any of the shares of its capital stock.

In General to carry on any other business in connection therewith, whether manufacturing or otherwise, not forbidden by the laws of the State of Delaware, and with all the powers conferred upon corporations by the laws of the State of Delaware.

Fourth. The total number of shares that may be issued by the Corporation is One Thousand (1,000) of which Five Hundred (500) shares of the par value of One Hundred Dollars (\$100) per share amounting in the aggregate to Fifty Thousand Dollars (\$50,000) shall be Preferred stock and Five Hundred (500) shares without nominal or par value shall be Common Stock.

The holders of the preferred stock shall be entitled to receive, when and as declared from the surplus or net profits of the corporation, yearly dividends at the rate of six per centum (6%) per annum, payable annually, on dates to be fixed by the By-laws. The dividends on preferred stock to the extent of six per centum (6%) per annum and no more shall be cumulative and shall be payable before any dividends

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on common stock shall be paid or set apart, so that, if in any year dividends amounting to six per centum (6%) shall not have been paid on said preferred stock, the deficiency shall be payable before any dividends shall be paid upon or set apart for the common stock. Whenever all cumulative dividends on the preferred stock, for all previous years shall have been declared and shall have become payable, and the accrued annual installment for the current year shall have been declared, and the company shall have paid such cumulative dividends for previous years and such accrued annual installments, or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the common stock, payable then or thereafter, out of the remaining surplus or net profits. After dividends equal to Six Dollars (\$6) per share per annum shall have been paid on the common stock as above provided, should there be any further amounts declared as dividends, the said further amount shall be divided pro rata among the holders of the preferred and common stock in accordance with their respective shares.

In the event of any liquidation or dissolution or winding up (either voluntary or involuntary) of the corporation, the holders of the preferred stock shall be entitled to be paid in full both the par amount of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of the common stock; and after the payment to the holders of the preferred stock of its par value and the unpaid accrued dividends thereon, and the remaining assets and funds shall be divided and paid to the holders of the common stock, according to their respective shares.

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The holders of the preferred stock shall have no voting power on any question, except as otherwise provided by statute, nor shall the holders thereof, as such, be entitled to notice of any meetings of the stockholders.

The common stock, without nominal or par value, may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof.

This corporation will commence business with not less than One Thousand Dollars.

Fifth. The names and places of residence of each of the subscribers to the capital stock are as follows:

Name	Residence
W. I. N. Lofland	Dover, Delaware
William Virdin	Dover, Delaware
Mark W. Cole	Dover, Delaware

The existence of this Corporation is to be perpetual.

Seventh. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

Eighth. The Directors shall have power to make and to alter or amend the By-laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to amount, upon the property and franchises of this Corporation.

The By-laws shall determine whether and to what extent the accounts and books of this corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book, or document of this Corporation, except as conferred by law or the By-laws, or by resolution of the stockholders or directors.

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The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of the State of Delaware, at such places as may be from time to time designated by the By-laws or by resolution of the stockholders or directors.

The directors shall have power by a resolution passed by a majority vote of the whole Board, under suitable provision of the By-laws, to designate two or more of their number to constitute an Executive Committee, which Committee shall for the time being, as provided in said resolution or in the By-laws, have and exercise any or all the powers of the Board of Directors which may be lawfully delegated in the management of the business and affairs of the Company, and shall have power to authorize the seal of the said Company to be affixed to all papers which may require it.

This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the statutes of the State of Delaware, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

It is the intention that each of the objects, purposes and powers specified in all the paragraphs of the Third Section hereof shall be regarded as independent objects, purposes and powers.

We, the Undersigned, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true; and we have accordingly hereunto set our respective hands and seals.

Dated at Dover, Delaware

W. I. N. Lofland (SEAL)

July 10th, 1929

William Virdin (SEAL)

In presence of

C. L. Harmonson

Mark W. Cole (SEAL)

State of Delaware,

County of Kent. SS.

BE IT REMEMBERED, That on this Tenth day of July, A. D. 1929, personally appeared before me, the subscriber, a Notary Public for the State of Delaware, W. I. N. Lofland, William Virdin and Mark W. Cole, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate of Incorporation to be their act and deed, and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.

C. L. Harmonson

Notary Public

C. L. HARMONSON  
NOTARY PUBLIC  
APPOINTED AUG. 4, 1927  
FOR TWO YEARS  
DELAWARE

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CERTIFICATE OF AMENDMENT

OF

HOT SHOPPES, INC.

BY THE VOTE OF THE STOCKHOLDERS of said corporation upon the amendment of the Certificate of Incorporation, made under the statutes of the State of Delaware, in that behalf, in accordance with Section 26 of the General Corporation Laws of the State of Delaware,

HOT SHOPPES, INC., a stock corporation existing under the laws of the State of Delaware, hereby certifies as follows:

First. That it appears by the duplicate certificate of Wayne Anderson and John S. Daniels, the Judges, who were duly appointed by the meeting of the stockholders of said Corporation, duly called in accordance with the By-laws and held on the 2nd day of December, A. D., 1936, to conduct the vote of the stockholders of the corporation for and against the proposed amendment to the Certificate of Incorporation; that the persons holding a majority of all of the common stock of this company, there being no preferred stock outstanding, had voted in favor of the Amendment.

Second. That attached hereto and marked Exhibit A is a true copy of said Amendments to the Certificate of Incorporation as the same were adopted at the meeting of the stockholders aforesaid, which amendments increase the capital of the corporation, as permitted in the original certificate of incorporation of this company, and the capital of this company will not be reduced under or by reason of this Amendment.

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Third. That also attached hereto and marked Exhibit B is one of the duplicate certificates made by said Judges of the stockholders' vote at said meeting, for and against said Amendment.

Fourth. That the persons holding a majority of the common stock of this Corporation, to-wit: Five hundred shares of the total issue of Five hundred shares of the common stock then out tanding, voted at said stockholders meeting in favor of said Amendment, there being no preferred stock issued or outstanding.

IN WITNESS WHEREOF, HOT SHOPPES, INC., has made under its corporate seal and the hand of J. W. Harriott, its President, and the hand of John S. Daniels, its Secretary, the foregoing Certificate, and the President and Secretary have hereunto respectively set their hands and caused the corporate seal of said corporation to be hereunto affixed this 2d day of December, A. D., 1936.

HOT SHOPPES, INC.

By J. W. Harriott

President

Attest: John S. Daniels

Secretary

HOT SHOPPES, INC.  
CORPORATE SEAL  
1929  
DELAWARE

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DISTRICT OF COLUMBIA  
CITY OF WASHINGTON

SS.

BE IT REMEMBERED, That on this 2 day of December, A.D. 1936, I, Margaret H. Raedy, a Notary Public for the District of Columbia, do hereby certify that J. W. Marriott, President of Hot Shoppes, Inc., personally known to me to be such, duly executed the foregoing Certificate before me and that the said J. W. Marriott, President aforesaid, duly acknowledged that the signatures of the said President and the said Secretary to said Certificate appended are in the handwriting of the President and Secretary of said Corporation respectively, that the corporate seal to said Certificate affixed is the common and corporate seal of said corporation and that the same was duly affixed by the authority of the stockholders of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Margaret H. Raedy

Notary Public

My Com. expires Apr. 15, 1940

MARGARET H. RAEDY  
NOTARY PUBLIC  
DISTRICT OF COLUMBIA

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EXHIBIT "A"

The amendment to the Certificate of Incorporation of HOT SHOPPES, INC., a stock corporation existing under the Laws of the State of Delaware by virtue of a Certificate of Incorporation, in conformity with the provision of an Act of the General Assembly of the State of Delaware, entitled, "An Act Providing a General Corporation Law" approved March 10th, 1899, and the acts amendatory thereof and supplemental thereto.

That the Certificate of Incorporation of said Corporation be so amended by increasing its authorized capital stock, by changing the number of shares thereof, and by changing the par value of its preferred stock and the rights of the holders thereof, that the following be and constitute Paragraph Fourth, viz:

"Fourth. The total number of shares that may be issued by the corporation is One Hundred Thirty-five thousand (135,000), of which Ten thousand (10,000) shares of the par value of Fifty Dollars (\$50) per share amounting in the aggregate to Five hundred thousand dollars (\$500,000) shall be Preferred stock, and One hundred twenty-five thousand (125,000) shares without nominal or par value shall be common stock.

"The holders of the preferred stock shall be entitled to receive, when and as declared from the surplus or net profits of the corporation, yearly dividends at the rate of six per centum (6%) per annum, payable semi-annually, on dates to be fixed by the by-laws. The dividends on preferred stock to the extent of six per centum (6%) per annum and no more shall be cumulative and shall be payable before any dividends on common stock shall be paid or set apart, so that, if in any year dividends amounting to six per centum



(6%) shall not have been paid on said preferred stock, the deficiency shall be payable before any dividends shall be paid upon or set apart for the common stock. Whenever all cumulative dividends on the preferred stock, for all previous years shall have been declared and shall have become payable, and the accrued annual installment for the current year shall have been declared, and the company shall have paid such cumulative dividends for previous years and such accrued annual installments, or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the common stock, payable then or thereafter, out of the remaining surplus or net profits.

"The holders of the preferred stock shall be entitled to elect one (1) director.

"The Company shall establish a sinking fund for the purpose of retiring its preferred stock, and, beginning with the year 1940, five per centum (5%) of the outstanding preferred stock shall be retired annually, at par, plus three per centum (3%) of the par value of said stock and all unpaid dividends accrued thereon, upon sixty (60) days notice by mail from the Board of Directors to the holders of record of such preferred stock; or the corporation may purchase any of the outstanding preferred stock and resell the same.

"When Two hundred thousand dollars (\$200,000.00) of said preferred stock shall have been sold at par, then no additional shares of preferred stock shall be sold without the consent of the holders of the majority of said stock.

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"In the event of any liquidation or dissolution or winding up (either voluntary or involuntary) of the corporation, the holders of the preferred stock shall be entitled to be paid in full both the par amount of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of the common stock; and after the payment to the holders of the preferred stock of its par value and the unpaid accrued dividends thereon, the remaining assets and funds shall be divided and paid to the holders of the common stock, according to their respective shares.

"The holders of the preferred stock shall have no voting power on any question, except to elect one director, as hereinbefore provided, and as otherwise provided by statute, nor shall the holders thereof, as such, be entitled to notice of any meetings of the stockholders, except such meetings as may be held for the election of directors, or as otherwise provided by statute.

"The Common stock, without nominal or par value, may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof.

"This corporation will commence business with not less than One Thousand Dollars."

EXHIBIT "B"  
DUPLICATE  
JUDGES' CERTIFICATE  
MEETING OF STOCKHOLDERS

OF

HOT SHOPPES, INC.

We, the undersigned, do hereby certify:

That a meeting of the stockholders of HOT SHOPPES, INC., was duly called and held at the company's office in the City of Washington, District of Columbia, on the 2nd day of December, A. D., 1936, at three o'clock in the afternoon, for the purpose of considering amending the Certificate of Incorporation of said Corporation.

1. That the subscribers were appointed Judges by said meeting to conduct the vote, taken by ballot, for and against the proposed amendment.

2. That the subscribers did decide upon the qualification of voters and did conduct the vote taken by ballot for and against the proposed amendment.

3. That the subscribers, when the vote was completed, did count and ascertain the number of shares voted respectively for and against said proposed amendment, as follows, to-wit:

For the amendment	Against the amendment
Common Stock	Common Stock
Five Hundred (500) shares	No shares

AND WE DO HEREBY DECLARE that a majority of the common stock of said corporation, there being no preferred stock outstanding, has voted in favor of the proposed amendment.

WITNESS our hands this 2nd day of December, A. D., 1936.

Wayne Anderson

John S. Daniels

Judges.

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
HOT SHOPPES, INC.

-o00o-

Hot Shoppes, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of said Hot Shoppes, Inc. duly held and convened, resolutions were duly adopted setting forth a proposed amendment to the certificate of incorporation of said corporation and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, That the certificate of incorporation of said Hot Shoppes, Inc. be amended by changing the Article thereof numbered "Fourth" to read as follows:

"Fourth. The total number of shares of stock which the corporation shall have authority to issue is One Hundred Thirty-five Thousand (135,000), of which Four Thousand (4,000) shares of the par value of Fifty Dollars (\$50.00) each, amounting in the aggregate to Two Hundred Thousand Dollars (\$200,000.00) shall be Class A Preferred Stock; and of which Six Thousand (6,000) shares of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to Six Hundred Thousand Dollars (\$600,000.00) shall be Class B Preferred Stock; and of which One Hundred Twenty-Five Thousand (125,000) shares without nominal or par value shall be Common Stock.

"The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof are as follows:

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The holders of Class A preferred stock and Class B preferred stock shall be entitled to receive preferential cumulative dividends, payable semi-annually, Class A at the rate of Six Per Centum and no more per annum and Class B at the rate of Five per centum and no more per annum. The dividends on Class A preferred stock and Class B preferred stock shall be payable before any dividends on the common stock shall be paid or set apart, so that if in any year dividends amounting to six per centum (6%) as to the Class A preferred stock and five per centum as to the Class B preferred stock shall not have been paid thereon, the deficiency shall be payable before any dividends shall be paid upon or set apart for common stock. Whenever all cumulative dividends on Class A preferred stock and Class B preferred stock for all previous years shall have been declared, and shall have become payable, and the accrued semi-annual installment for the current year shall have been declared, and the company shall have paid such declared cumulative dividends for previous years, and such accrued semi-annual installment upon both classes of said preferred stock, or shall have set aside from its surplus or net income or net profits a sum sufficient for the payment thereof, the board of directors may declare dividends on the common stock out of any remaining surplus or net profits.

"Should the Company at any dividend period or in the event of liquidation, dissolution or winding up of the affairs of the Company, whether voluntary or involuntary not have sufficient funds to pay from its surplus, net earnings or net profits, the dividends in full on the Class A preferred stock at the rate of six per centum per annum and the dividends in full on the outstanding Class B preferred stock at the rate of five per centum per annum, then such payment shall be made to the holders of said preferred stock both classes, in such proportion as the rates of interest upon said Class A preferred stock and Class B preferred stock shall bear to the amount available for payment of said dividends.

"The Company shall establish a sinking fund for the purpose of retiring its Class A preferred stock, and, beginning with the year 1940, five per centum (5%) of the outstanding Class A preferred stock shall be retired annually, at par, plus three per centum (3%) of the par value of said stock and all unpaid dividends accrued thereon, upon sixty (60) days notice by mail from the Board of Directors

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to the holders of record of such Class A preferred stock; or the Company at any time upon sixty (60) days notice by mail from the Board of Directors to the holders of record of Class A preferred stock, may redeem the same, or any part thereof, by paying the par value of Fifty dollars (\$50.00) for each share so redeemed plus an additional sum of One dollar and fifty cents (\$1.50) per share, or a total redemption price per share of Fifty-one dollars and fifty cents (\$51.50) together with a sum equivalent to dividends at the rate of six per centum (6%) per annum on the par value of each share redeemed computed to the expiration date of said sixty days notice. The Company shall have the right to resell the Class A preferred stock so redeemed, or any part thereof.

"When Two hundred thousand dollars (\$200,000.00) of Class A preferred stock and Two hundred fifty thousand dollars (\$250,000.00) Class B preferred stock shall have been sold, then no additional shares of preferred stock shall be sold without the consent of the holders of the majority of Class A and Class B preferred stock.

The Company shall establish a sinking fund for the purpose of retiring its Class B preferred stock, and beginning with the fourth year from date of issue, five per centum (5%) of the outstanding Class B preferred stock shall be retired annually, at par, plus three per centum (3%) of the par value of said stock and all unpaid dividends accrued thereon, upon sixty (60) days notice by mail from the Board of Directors to the holders of record of such Class B preferred stock; or the Company at any time after the expiration of one year from the date of issue of Class B preferred stock and upon sixty (60) days notice by mail from the Board of Directors to the holders of record of Class B preferred stock, may redeem the same, or any part thereof, by paying the par value of One Hundred Dollars (\$100.00) for each share so redeemed plus an additional sum of Three Dollars per share, or a total redemption price per share of One Hundred Three Dollars (\$103.00), together with a sum equivalent to dividends at the rate of five per centum (5%) per annum on the par value of each share redeemed computed to the expiration date of said sixty (60) days notice. The Company shall have the right to resell the Class B preferred stock so redeemed, or any part thereof.

"In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the holders of Class A Preferred stock and the holders of the Class B preferred stock, shall be entitled to receive all dividends accumulated and unpaid thereon before any assets of the corporation shall be distributed among or paid over to the holders of the



common stock. After all accumulated and unpaid dividends have been paid upon the Class A and Class B preferred stock as above provided, the holders of the Class A and Class B preferred stock, without regard to class, share and share alike, shall be entitled, before any assets of the corporation shall be distributed among or paid over to the holders of the common stock, to be paid in full the corporation's assets to their shares. After the making of such payments to the holders of the Class A and Class B preferred stock, the remaining assets of the corporation shall be distributed among the holders of the common stock alone, share and share alike. If, upon such liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of the Class A and Class B preferred stock shall be insufficient to permit of the payment to them of said amounts, the accumulated and unpaid dividends shall be paid as above provided, after which the entire assets shall be distributed ratably among the holders of the Class A and Class B preferred stock without regard to class, share and share alike.

"The holders of the Class A preferred stock and the holders of the Class B preferred stock voting together as a class shall be entitled to elect one (1) director. Except as otherwise expressly provided by law, and except to elect one (1) director, as hereinbefore provided, the holders of the Class A preferred stock and the holders of the Class B preferred stock shall have no voting power on any question, nor shall the holders of the Class A preferred stock and Class B preferred stock, as such, be entitled to notice of any meetings of stockholders, except as may be otherwise provided by the laws of the State of Delaware, and except for such meetings as may be held for the election of directors.

"The common stock, without nominal or par value, may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof.

"This corporation will commence business with not less than One Thousand Dollars."

SECOND: That thereafter, pursuant to the aforesaid resolution of its board of directors, a special meeting of the stockholders of said corporation was duly called and held, at which meeting the necessary number of stockholders as required by statute voted in favor of the amendment.

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THIRD: That said amendment was duly adopted in accordance with the provisions of Section 26 of the General Corporation Law of Delaware as amended.

FOURTH: That this amendment does not effect any change in the issued shares of said corporation.

IN WITNESS WHEREOF, said Hot Shoppes, Inc. has caused its corporate seal to be hereunto affixed and the certificate to be signed by J. Willard Marriott, its President, and John S. Daniels, its Secretary this 30th day of March, 1939.

By J. WILLARD MARRIOTT  
President

By JOHN S. DANIELS  
Secretary

HOT SHOPPES, INC.  
CORPORATE SEAL  
1929  
DELAWARE

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S.R.C.

DISTRICT OF COLUMBIA ) SS:

BE IT REMEMBERED that on this 30th day of March, A. D. 1939, personally came before me, a Notary Public in and for the District aforesaid, J. Willard Marriott, President of Hot Shoppes, Inc., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said J. Willard Marriott, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said Company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

HOMER E. McCANN  
Notary Public, D. C.

My Commission Expires Aug. 15, 1942

HOMER E. McCANN  
NOTARY PUBLIC  
DISTRICT OF COLUMBIA

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CERTIFICATE OF RETIREMENT OF  
PREFERRED STOCK

Hot Shoppes, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (hereinafter sometimes called the "Corporation") and pursuant to the provisions of Section 27 thereof, does hereby certify as follows:

FIRST: That the Certificate of Incorporation of Hot Shoppes, Inc. which was filed in the office of the Secretary of State of Delaware on July 10, 1929, as amended by the Certificates of Amendment filed therein on December 24, 1936, and ~~May 4~~<sup>April 1</sup>, 1939, respectively, authorizes the issuance of Four Thousand (4,000) shares of Class A Preferred Stock of the par value of Fifty (\$50) Dollars each, amounting in the aggregate to Two Hundred Thousand (\$200,000) Dollars, and Six Thousand (6,000) shares of Class B Preferred Stock of the par value of One Hundred (\$100) Dollars each, amounting in the aggregate to Six Hundred Thousand (\$600,000) Dollars.

SECOND: That the Corporation has heretofore, from time to time, by resolutions of its Board of Directors duly adopted, issued Four Thousand (4,000) shares of Class A Preferred Stock having a total par value of Two Hundred Thousand (\$200,000) Dollars and Two Thousand Five Hundred (2,500) shares of Class B Preferred Stock having a total par value of Two Hundred Fifty Thousand (\$250,000) Dollars.

THIRD: That heretofore, from time to time, in accordance with the provisions of the Certificate of Incorporation, as amended, relating to said Preferred Stock, shares have been redeemed and other shares have been purchased at not exceeding the price or prices at which the same could have been redeemed, and as of this date the entire issue of Four Thousand (4,000) shares of Class A Preferred Stock and Two Thousand Five Hundred (2,500) shares of Class B Preferred Stock has been retired by virtue of and under an appropriate resolution of the Board of Directors duly adopted.

FOURTH: That the amount of capital of said Corporation which was applied to such redemption or purchase of said Four Thousand (4,000) shares of Class A

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That the capital of the Corporation is hereby reduced by the amount of capital which was applied to such redemption and purchase, namely, Four Hundred Fifty Thousand (\$450,000) Dollars, which amount is the same as the amount of capital represented by the shares so redeemed or purchased.

IN WITNESS WHEREOF the said Hot Shoppes, Inc. has caused its corporate seal to be affixed and this Certificate to be signed by J. Willard Marriott, its President, and Milton A. Barlow, its Secretary, this 13<sup>th</sup> day of February, 1953.

*[Signature]*  
Secretary

By Robert W. [Signature]  
President

*Unsubscribed*  
Secretary

BE IT REMEMBERED, That on this 12th day of February, 1953,  
personally came before me, J. B. K. Hollen, a Notary Public in and  
for the District of Columbia aforesaid, J. Willard Marriott, President of  
Hot Shoppes, Inc., a corporation of the State of Delaware, the corporation

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described in and which executed the foregoing certificate, known to me personally to be such, and he, the said J. Willard Marriott as such President duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to the said foregoing certificate are in the handwriting of the said President and Secretary of said corporation respectively and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

NOTARY PUBLIC  
DISTRICT OF COLUMBIA

*John H. Hedler*  
Notary Public, D.C.  
*my commission expires August 11, 1956*

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HOT SHOPPES, INC.  
CERTIFICATE OF CHANGE OF AGENT.

AND  
PRINCIPAL OFFICE.

-oOo-

At a meeting of the Board of Directors of Hot Shoppes, Inc., held at the office of the said corporation in the City of Washington, D. C., on the 24th day of April A. D. 1939, on motion duly made and seconded, the following preamble and resolutions were adopted by a unanimous vote:

WHEREAS the principal office of this corporation in the State of Delaware is now located at No. 15-17 Dover Green, City of Dover, County of Kent, and the authorized agent in charge thereof is The Capital Trust Company of Delaware.

NOW, THEREFORE, BE IT RESOLVED that the principal office of Hot Shoppes, Inc. in Delaware be and it hereby is changed from No. 15-17 Dover Green, in the City of Dover, County of Kent, and shall be located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, Delaware, where service of process against this corporation may be made; and

BE IT FURTHER RESOLVED that the authorization of the said The Capital Trust Company of Delaware as Agent aforesaid, be and the same is hereby withdrawn, and The Corporation Trust Company, a corporation of the State of Delaware, located at No. 100 West Tenth Street, Wilmington, New Castle County, Delaware, shall be and is hereby constituted and appointed the Agent of the said Hot Shoppes, Inc. in charge of its principal office in the said City of Wilmington; and

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BE IT FURTHER RESOLVED that the President and Secretary of this corporation be and are hereby authorized and instructed to transmit a copy of these resolutions, duly signed by them and sealed with the seal of the said corporation, to the Secretary of State at his office in Dover in the State of Delaware to be there filed according to the terms of the statutes of the State of Delaware in such cases made and provided.

J. WILLARD MARCIOTT  
President

HOT SHOPPES, INC.  
CORPORATE SEAL  
1929 DELAWARE

JOHN S. DANIELS  
Secretary

M.S.

SEP 5 1952 9A.M.

CERTIFICATE OF OWNERSHIP

MERGING

MORRIS PROPERTIES, INC.

INTO

HOT SHOPPES, INC.

(Pursuant to Section 59-A of the General Corporation Law  
of Delaware)

Hot Shoppes, Inc., a corporation incorporated on the 10th day of July, 1929, pursuant to the provisions of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY that this corporation owns all the capital stock of Morris Properties, Inc., a corporation incorporated on the 1st day of April, 1939, pursuant to the provisions of the General Corporation Law of the State of Delaware, and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 31st day of July, 1952, determined to and did merge into itself said Morris Properties, Inc., which resolution is in the following words to wit:

WHEREAS this corporation lawfully owns all of the outstanding stock of Morris Properties, Inc., a corporation organized and existing under the laws of the State of Delaware.  
and

WHEREAS FURTHER this corporation desires to merge into itself the said Morris Properties, Inc. and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

NOW, THEREFORE, BE IT

RESOLVED that this corporation merge into itself, and it does hereby merge into itself the said Morris Properties, Inc. and it does hereby assume all of its liabilities and obligations,  
and be it

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FURTHER RESOLVED that the President or a Vice-President, and the Secretary or Treasurer of this corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a certificate of ownership setting forth a copy of the resolution to merge said Morris Properties, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of Kent County; and be it

FURTHER RESOLVED that the officers of this corporation be and they hereby are authorized and directed 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 Hot Shoppes, Inc. has caused its corporate seal to be affixed and this certificate to be signed by J. Willard Marriott, its President, and Milton A. Barlow, its Secretary, this 1st day of August, 1952.

J. Willard Marriott  
J. Willard Marriott  
President

Milton A. Barlow  
Milton A. Barlow  
Secretary

HOT SHOPPES, INC.  
CORPORATE SEAL 1929  
DELAWARE

DISTRICT OF COLUMBIA, SS:

BE IT REMEMBERED that on this 1st day of August, 1952, personally came before me, John K. Hedler a Notary Public in and for the District of Columbia aforesaid, J. Willard Marriott, President of Hot Shoppes, Inc., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said J. Willard Marriott, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

John K. Hedler  
Notary Public, D.C.

JOHN K. HEDLER  
NOTARY PUBLIC  
DISTRICT OF COLUMBIA



CERTIFICATE OF AMENDMENT  
of the  
CERTIFICATE OF INCORPORATION  
of  
HOT SHOPPES, INC.

HOT SHOPPES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

A. The following amendment to the Certificate of Incorporation of the Corporation has, in accordance with the requirements of Section 26 of the General Corporation Law of the State of Delaware, been duly proposed and declared to be advisable by the Board of Directors of the Corporation in a duly adopted resolution of said Board setting forth the amendment proposed and providing that it be submitted to the stockholders of the Corporation entitled to vote in respect thereof for their consideration, said amendment being effected by generally amending the Certificate of Incorporation of said Hot Shoppes, Inc., so that said Certificate shall read as follows:

FIRST: The name of this corporation shall be HOT SHOPPES, INC.

SECOND: Its principal office or place of business in the State of Delaware shall be located in the town of Wilmington, County of New Castle, and its resident agent shall be the Corporation Trust Company, whose address is 100 West Tenth Street, Wilmington, County of New Castle, Delaware.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all of the things herein set forth as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

To carry on and conduct a general restaurant, cafe, cafeteria, catering and grocery business; to dispense soft drinks and beverages of every kind and nature in connection therewith; to run and operate "drive-in" stands and other shops for the purpose of carrying on said business; to engage in the business of entertainments, amusements and other means of diversion.

To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise, and property of any and every class and description, and in any part of the world.

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... To acquire the goodwill, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To apply for, purchase, or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State or any other State, country, nation or government and while owner of said stock may exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

To issue bonds, debentures or obligations from time to time for any of the objects or purposes of the Corporation and to secure the same by mortgage, pledge, deed of trust or otherwise, including, but without limitation, bonds, debentures and other obligations convertible into other securities of the Corporation.

To conduct business in any of the States, territories, colonies or dependencies of the United States, in the District of Columbia, and in any and all foreign countries, to have one or more offices therein, and therein to hold, purchase, mortgage and convey real and personal property, without limit as to the amount.

To do any or all of the things herein set forth to the same extent as a natural person might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

To purchase, hold and reissue any of the shares of its capital stock.

The foregoing clauses shall be construed as independent objects, purposes and powers; and it is expressly provided that the foregoing enumeration of specific

powers shall not be held to limit or to restrict in any manner, the powers of this Corporation.

In general to carry on any other business in connection therewith, whether manufacturing or otherwise, not forbidden by the laws of the State of Delaware, and with all the powers conferred upon corporations by the laws of the State of Delaware.

FOURTH: The total number of shares of stock that may be issued by the corporation is One Million Seven Hundred Fifty Thousand (1,750,000). One Million (1,000,000) shares shall be of a class designated as Common Stock having a par value of One Dollar (\$1.00) each, and Seven Hundred Fifty Thousand (750,000) shares shall be of a class designated as Class B Common Stock having a par value of One Dollar (\$1.00) each.

The description of the Common Stock, and the voting powers, designations, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof are as hereinafter for this Article Fourth set forth:

#### COMMON STOCK

Upon the filing of this Certificate in the Office of the Secretary of State of the State of Delaware, the One Hundred Twenty-five Thousand (125,000) shares of no par value Common Stock of the Corporation previously issued and outstanding shall be, and the same are hereby changed into and reclassified as One Hundred Twenty-five Thousand (125,000) shares of Common Stock and Six Hundred Twenty-five Thousand (625,000) shares of Class B Common Stock of the Corporation having a par value of One Dollar (\$1.00) each, so that upon such change and reclassification each share of the previously issued and outstanding no par value Common Stock shall be, and the same is hereby changed into and reclassified as one (1) share of Common Stock and five (5) shares of Class B Common Stock having a par value of One Dollar (\$1.00) each, and said one (1) share of Common Stock and five (5) shares of Class B Common Stock shall be, and the same are hereby substituted for each previously issued and outstanding share of no par value Common Stock; provided, however, that upon the filing of this Certificate, Six Hundred Twenty-one Thousand Three Hundred Dollars (\$621,300) shall be transferred from the Earned Surplus Account of the Corporation to its Capital Stock Account.

The holders of One Dollar (\$1.00) par value Class B Common Stock of the Corporation shall have the continuing right and option to exchange said Class B Common Stock for One Dollar (\$1.00) par value Common Stock of the Corporation on a share-for-share basis;

and no adjustment or change shall be made in the number of shares of said Common Stock or of said Class B Common Stock as the same shall be constituted immediately following the filing in Delaware of this Certificate that would adversely or otherwise affect the absolute right of the holders of said Class B Common Stock to exchange the same for said Common Stock on a share-for-share basis.

In order to preserve and protect the continuing right of exchange so conferred upon the holders of the One Dollar (\$1.00) par value Class B Common Stock, the Corporation shall, so long as any of the said Class B Common Stock shall remain outstanding, reserve and keep available out of its authorized and unissued One Dollar (\$1.00) par value Common Stock, solely for the purpose of effecting exchanges thereof for Class B Common Stock, such numbers of shares of Common Stock as shall from time to time be sufficient to effect the exchange of all shares of said Class B Common Stock for an identical number of shares of One Dollar (\$1.00) par value Common Stock.

All shares of One Dollar (\$1.00) par value Class B Common Stock exchanged for the One Dollar (\$1.00) par value Common Stock of the Corporation shall, after such exchange, have the status of authorized and unissued shares or may be cancelled and retired by appropriate corporate action to that effect.

No cash or stock dividend or dividends shall be declared or paid on any share of said Class B Common Stock unless simultaneously a dividend in the same or greater amount shall be declared and paid on each share of said Common Stock, payable at the same time; but cash dividends may be declared and paid on the Common Stock alone without payment of any cash dividend, or with payment of a lesser cash dividend, to the holders of Class B Common Stock, if the Board of Directors shall so decide; provided, however, that a stock dividend may be declared and paid if, and only if, such dividend is declared and paid ratably to the holders of the Common Stock and the Class B Common Stock at the time outstanding.

In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of the One Dollar (\$1.00) par value Common Stock and the One Dollar (\$1.00) par value Class B Common Stock shall be entitled to share ratably in the distribution of assets upon the basis that they would have shared therein had the Class B Common Stock theretofore or then have been converted into Common Stock. Neither the consolidation nor the merger of the Corporation with or into any other corporation or corporations, nor the reorganization of the

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Corporation in any other manner, shall be deemed a liquidation, dissolution or winding up of its assets within the meaning of any of the provisions of this subdivision.

The voting power of this Corporation shall be vested in the holders of the Common Stock and the Class B Common Stock. At all meetings of the stockholders, each share of Common Stock and each share of Class B Common Stock represented in person or by proxy shall be entitled to one (1) vote and all said shares shall be voted without regard to class, as if the two classes were but a single class.

#### PREEMPTIVE RIGHTS

No holder of stock of any class of the Corporation, whether now or hereafter authorized or issued, shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock of any class whatsoever, or of any securities convertible into stock of any class or any character or to which are attached or with which are issued warrants or rights to purchase any such stock, whether now or hereafter authorized, issued or sold, or whether issued for moneys, property or services, or by way of dividend or otherwise, or any right of subscription to any thereof, other than such, if any, as the Board of Directors, in its discretion, may from time to time fix, pursuant to authority hereby conferred upon it; and any shares of stock or convertible obligations, or obligations with warrants or rights to purchase any such stock, which the Board of Directors may determine to offer for subscription may be sold without being first offered to any of the holders of the stock of the Corporation of any class or classes or may, as such Board shall determine, be offered to holders of any class or classes of stock exclusively or to the holders of all classes of stock, and, if offered to more than one class of stock, in such proportions as between such classes of stock as the Board of Directors in its discretion, may determine.

FIFTH: The names and places of residence of each of the subscribers to the capital stock are as follows:

<u>Name</u>	<u>Residence</u>
W.I.N. Lofland	Dover, Delaware
William Virdin	Dover, Delaware
Mark W. Cole	Dover, Delaware

SIXTH: The existence of this Corporation is to be perpetual.

SEVENTH: The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever.



EIGHTH: The Directors shall have power to make and to alter or amend the By-laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to amount, upon the property and franchises of this Corporation.

The By-laws shall determine whether and to what extent the accounts and books of this Corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book, or document of this Corporation, except as conferred by law or the By-laws, or by resolution of the stockholders or directors.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of the State of Delaware, at such places as may be from time to time designated by the By-laws or by resolution of the stockholders or directors.

The directors shall have power by a resolution passed by a majority of the whole Board, under suitable provision of the By-laws, to designate two or more of their number to constitute an Executive Committee, which Committee shall for the time being, as provided in said resolution or in the By-laws, have and exercise any or all the powers of the Board of Directors which may be lawfully delegated in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the said Corporation to be affixed to all papers which may require it.

This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the statutes of the State of Delaware, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

NINTH: The amount of capital with which this Corporation will commence business is the sum of One Thousand Dollars (\$1,000.00).

TENTH: The Corporation may enter into contracts or transact business with one or more of its officers or directors, or with any firms of which one or more of its officers or directors is a member, or may invest its funds in the securities of and may enter into contracts or transact business with any corporation or association in which any one or more of its officers or directors is a stockholder, officer or director, and in the absence of bad faith, or unfair dealing, such contract or transaction or investment

shall not be invalidated or to any extent affected by the fact that any such officer or officers or any such director or directors has or may have interests therein which are or might be adverse to the interests of the Corporation, provided that the remaining directors are sufficient in number to ratify and approve the transaction.

SEVENTH: Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or employee of the Corporation, or any settlement thereof, whether or not he is a director, officer or employee at the time such expenses are incurred or liability incurred, except in such cases where the director, officer, or employee is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the board of directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

B. Thereafter, all of the stockholders of said Corporation consented in writing to the adoption and approval of said amendment in conformity with the provisions of Section 26 and 61 of the General Corporation Law of Delaware as amended, and said amendment has accordingly been duly adopted.

C. The capital of the Corporation will not be reduced by reason of said amendment.

IN WITNESS WHEREOF, said HOT SHOPPES, INC., has caused its corporate seal to be affixed and this certificate to be signed by J. Willard Marriott, its President, and Milton A. Barlow, its Secretary, this 2nd day of March, 1953.

HOT SHOPPES, INC.

By s/ J. Willard Marriott (President)

By s/ Milton A. Barlow (Secretary)

HOT SHOPPES, INC.  
Corporate Seal  
1929  
Delaware

CITY OF WASHINGTON {  
DISTRICT OF COLUMBIA { SS.

BE IT REMEMBERED, that on this 2nd day of March, A.D., 1953, personally came before me, John K. Hedler, a Notary Public in and for said City and District, J. Willard Marriott, President of Hot Shoppes, Inc., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said J. Willard Marriott, as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to the said foregoing certificate are in the handwriting of the said President and Secretary of said corporation, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

/s/ John K. Hedler  
Notary Public, D. C.

My commission expires August 31, 1956

JOHN K. HEDLER  
Notary Public  
District of Columbia

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AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER made and entered into this 29th day of January, 1953, pursuant to Section 59 of the Delaware Corporation Law, by and between Airline Services, Inc., party of the first part, hereinafter sometimes called Services or the merged corporation, and Hot Shoppes, Inc., party of the second part, hereinafter sometimes called Hot Shoppes or the surviving corporation, both being corporations organized and existing under and by virtue of the laws of the State of Delaware,

WITNESSETH that:

WHEREAS the Board of Directors of each of said corporations, parties hereto, and in consideration of the mutual agreements of each corporation as set forth herein, do deem it advisable and generally to the welfare of said corporations and their respective stockholders that Hot Shoppes, the party of the second part, merge into itself Airline Services, Inc., the party of the first part, and that Airline Services, Inc., the party of the first part, should be merged into Hot Shoppes, Inc., the party of the second part, as authorized by the statutes of the State of Delaware, under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS said Airline Services, Inc., by its certificate of incorporation which was filed with the office of the Secretary of State on January 16, 1953, has an authorized capital stock consisting of One Thousand (1,000) shares without nominal or par value, all of which are now issued and outstanding; and

WHEREAS Hot Shoppes, Inc., by its certificate of incorporation which was filed in the Office of said Secretary of State of Delaware on the 10th day of July 1929, as subsequently amended, has an authorized capital stock consisting of Four Thousand (4,000) shares of Class A Preferred Stock, par value \$50, and Six Thousand (6,000) shares of Class B Preferred Stock, par value \$100, none of which shares of either class is issued and outstanding, and One Hundred Twenty-five Thousand (125,000) shares of Common Stock without nominal or par value, of which One Hundred Five Thousand Three Hundred (105,300) shares are now issued and outstanding; and

WHEREAS the principal offices of said corporations are located in the City of Wilmington, County of New Castle, and the name and address of the resident agent of each is The Corporation Trust Company, 100 West Tenth Street, Wilmington, New Castle County, Delaware;

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NOW, THEREFORE, the corporations, parties to this agreement, by their respective Board of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter set forth, have agreed and do hereby agree each with the other as follows:

FIRST: That Services, party of the first part, shall be merged into Hot Shoppes, party of the second part, and the corporation to survive the merger shall be the party of the second part, namely, Hot Shoppes, Inc. which shall be the surviving corporation.

SECOND: Except to the extent required as the result of the adoption of this agreement, this merger shall effect no change in the certificate of incorporation, as heretofore amended, and all of its existing provisions shall continue to be valid and effective in all respects. Likewise, no change shall be made in the by-laws, officers, directors or corporate procedures of Hot Shoppes as a result of this merger.

THIRD: The terms and conditions of the merger and the mode of carrying the same into effect are as follows:

1. Paul M. Marriott, owner of Five Hundred (500) shares of the outstanding stock of Services will exchange said shares of stock for Six Thousand Five Hundred (6,500) shares of Common Stock, without par value, of Hot Shoppes, which shall be issued to him as fully-paid and non-assessable stock. Said stock to be issued out of the authorized but unissued stock of Hot Shoppes.

2. Hot Shoppes, the owner of Five Hundred (500) shares of stock of Services will surrender for cancellation said Five Hundred (500) shares and will likewise surrender for cancellation the Five Hundred (500) shares of stock received from Paul M. Marriott in exchange for its stock, and said stock shall be cancelled simultaneously with the execution and recordation of this agreement.

3. Except as above set forth, there will be no change in the authorized or outstanding stocks of the surviving corporation.

FOURTH: The names and Post Office addresses of the Directors of Hot Shoppes, the surviving corporation, are as follows:

J. Willard Marriott	Washington, D. C.
Paul M. Marriott	Washington, D. C.
John S. Daniels	Washington, D. C.
Sidney S. Wilcox	Philadelphia, Pa.
Milton A. Barlow	Silver Spring, Md.
Alice S. Marriott	Washington, D. C.

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Woodrow D. Marriott

Rumsey M. McGregor

Roger J. Whiteford

Washington, D. C.

New York, N.Y.

Chevy Chase, Md.

FIFTH: Upon the date when this agreement shall become effective, the separate existence of Services shall cease and the constituent corporations shall be merged into Hot Shoppes, the surviving corporation, in accordance with the provisions of this agreement, which corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities, and duties of each of the corporations, parties to this agreement, and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to each of such corporations shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of Services shall thenceforth attach to the said surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of said Services, the proper officers and directors of said latter corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this agreement of merger.

SIXTH: This agreement of merger shall be filed in the office of the Secretary of State of Delaware and a copy thereof duly certified by the Secretary of State shall be recorded in the office of the Recorder of Deeds for Kent County and New Castle County, and shall be effective upon the recording thereof in the office of the Recorder of Deeds for Kent County and New Castle County.

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S.R.C.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to authority duly given by their respective boards of directors have caused these presents to be executed by a majority of the directors of each party hereto, and the corporate seal affixed.

AIRLINE SERVICES, INC.

By s/ J. Willard Marriott  
s/ Paul M. Marriott  
s/ Milton A. Barlow

A Majority of  
the Board of Directors

ATTEST:

s/ Milton A. Barlow  
Secretary

Airline Services, Inc.  
Corporate Seal  
1953  
Delaware

HOT SHOPPES, INC.

By s/ J. Willard Marriott  
s/ Paul M. Marriott  
s/ John S. Daniels  
s/ Woodrow D. Marriott  
s/ Milton A. Barlow

A Majority of  
the Board of Directors

ATTEST:

s/ Milton A. Barlow  
Secretary

Hot Shoppes, Inc.  
Corporate Seal  
1929  
Delaware

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S.R.C.

I, Milton A. Barlow, Secretary of Airline Services, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation by a majority of the directors thereof and having been signed by a majority of the directors of Airline Services, Inc., a corporation of the State of Delaware, was duly adopted pursuant to Section 81 of the General Corporation Law of Delaware, by the unanimous written consent of the stockholders holding shares of the capital stock of the corporation, being all of the shares issued and outstanding, which Agreement of Merger was thereby adopted as the act of the stockholders of said Airline Services, Inc., and the duly adopted agreement and act of the said corporation.

WITNESS my hand and the seal of said Airline Services, Inc.  
on this 27th day of February 1953.

/s/ Milton A. Barlow

Secretary

Airline Services, Inc.  
Corporate Seal  
1953  
Delaware

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S.R.D.

I, Milton A. Barlow, Secretary of Hot Shoppes, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation by a majority of the directors thereof and having been signed by a majority of the directors of Hot Shoppes, Inc., a corporation of the State of Delaware was duly adopted pursuant to Section 81 of the General Corporation Law of Delaware, by the unanimous written consent of the stockholders holding shares of the capital stock of the corporation, being all of the shares issued and outstanding, which Agreement of Merger was thereby adopted as the act of the stockholders of said Hot Shoppes, Inc., and the duly adopted agreement and act of the said corporation.

WITNESS my hand and the seal of said Hot Shoppes, Inc., on this 27th day of February 1953.

/s/ Milton A. Barlow  
Secretary

Hot Shoppes, Inc.  
Corporate Seal  
1929  
Delaware

THE ABOVE AGREEMENT OF MERGER, having been executed by a majority of the board of directors of each corporate party thereto, and having been adopted separately by the stockholders of each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and that fact having been certified on said Agreement of Merger by the secretary of each corporate party thereto, the President and Secretary of each corporate party thereto do now hereby execute the said Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 27th day of February 1953.

HOT SHOPPES, INC.

By /s/ J. Willard Marriott  
President

ATTEST:

/s/ Milton A. Barlow  
Secretary

/s/ Milton A. Barlow  
Secretary

Hot Shoppes, Inc.  
Corporate Seal  
1929  
Delaware

AIRLINE SERVICES, INC.

By /s/ J. Willard Marriott  
President

ATTEST:

/s/ Milton A. Barlow  
Secretary

/s/ Milton A. Barlow  
Secretary

Airline Services, Inc.  
Corporate Seal  
1953  
Delaware



THE ABOVE AGREEMENT OF MERGER, having been executed by a majority of the board of directors of each corporate party thereto, and having been adopted separately by the stockholders of each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and that fact having been certified on said Agreement of Merger by the secretary of each corporate party thereto, the President and Secretary of each corporate party thereto do now hereby execute the said Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 27th day of February 1953.

HOT SHOPPES, INC.

By s/ J. Willard Marriott  
President

ATTEST:

s/ Milton A. Barlow  
Secretary

s/ Milton A. Barlow  
Secretary

Hot Shoppes, Inc.  
Corporate Seal  
1929  
Delaware

AIRLINE SERVICES, INC.

By s/ J. Willard Marriott  
President

ATTEST:

s/ Milton A. Barlow  
Secretary

s/ Milton A. Barlow  
Secretary

Airline Services, Inc.  
Corporate Seal  
1953  
Delaware

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S.R.C.

CITY OF WASHINGTON ( SS.  
DISTRICT OF COLUMBIA (

BE IT REMEMBERED that on this 27th day of February, A.D. 1953, personally came before me John K. Hedler, a Notary Public in and for the City and District aforesaid, J. Willard Marriott, president of Airline Services, Inc., a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he the said J. Willard Marriott as such President duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed and agreement of said Airline Services, Inc.; that the signatures of the said President and the Secretary of said corporation to said foregoing Agreement of Merger are in the handwriting of said President and Secretary of said Airline Services, Inc., and that the seal affixed to said Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

/s/ John K. Hedler  
Notary Public, D.C.

John K. Hedler  
Notary Public  
District of Columbia

My commission expires August 31, 1956

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S.R.C.

CITY OF WASHINGTON {  
DISTRICT OF COLUMBIA { SS.

BE IT REMEMBERED that on this 27th day of February, A.D., 1953, personally came before me John K. Hedler, a Notary Public in and for the City and District aforesaid, J. Willard Marriott, president of Hot Shoppes, Inc., a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he the said J. Willard Marriott as such President duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed and agreement of said Hot Shoppes, Inc., that the signatures of the said President and the Secretary of said corporation to said foregoing Agreement of Merger are in the handwriting of said President and Secretary of said Hot Shoppes, Inc., and that the seal affixed to said Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

John K. Hedler  
Notary Public  
District of Columbia

/s/ John K. Hedler  
Notary Public, D. C.

My commission expires August 31, 1956

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JAN. 25, 1954 11AM

CERTIFICATE OF AMENDMENT  
of the  
CERTIFICATE OF INCORPORATION  
of  
HOT SHOPPES, INC.

HOT SHOPPES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

A. That at a meeting of the Board of Directors of said Hot Shoppes, Inc. duly held and convened, resolutions were duly adopted setting forth a proposed amendment to the certificate of incorporation of said corporation and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment provided that the following should be added as a third paragraph of Article THIRD of the certificate of incorporation.

"To acquire by purchase, exchange, lease or otherwise, and to build, own, operate, manage, sell, lease, mortgage or otherwise dispose of hotels, motor hotels, motels, motor courts, inns, taverns, and other places of lodging of every kind and description; to provide facilities necessary in connection therewith including, but not by way of limitation, camps, camp sites, cabins, cottages, automobile service stations, garages, parking facilities, play grounds, club rooms, halls, amusement and recreational facilities, and other places of entertainment and recreation for guests and

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others, as may be necessary, convenient or desirable in the conduct of the business."

That the effect of the adoption of said amendment was to make Article THIRD provide as follows:

"THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all of the things herein set forth as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

"To carry on and conduct a general restaurant, cafe, cafeteria, catering and grocery business; to dispense soft drinks and beverages of every kind and nature in connection therewith; to run and operate 'drive-in' stands and other shops for the purpose of carrying on said business; to engage in the business of entertainments, amusements and other means of diversion.

"To acquire by purchase, exchange, lease or otherwise, and to build, own, operate, manage, sell, lease, mortgage or otherwise dispose of hotels, motor hotels, motels, motor courts, inns, taverns, and other places of lodging of every kind and description; to provide facilities necessary in connection therewith including, but not by way of limitation, camps, camp sites, cabins, cottages, automobile service stations, garages, parking facilities, play grounds, club rooms, halls, amusement and recreational facilities, and other places of entertainment and recreation for guests and others, as may be necessary, convenient or desirable in the conduct of the business.



"To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise, and property of any and every class and description, and in any part of the world.

"To acquire the goodwill, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

"To apply for, purchase, or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

"To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations

of this State or any other State, country, nation or government and while owner of said stock may exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

"To issue bonds, debentures or obligations from time to time for any of the objects or purposes of the Corporation and to secure the same by mortgage, pledge, deed of trust or otherwise, including; but without limitation, bonds, debentures and other obligations convertible into other securities of the Corporation.

"To conduct business in any of the States, territories, colonies or dependencies of the United States, in the District of Columbia, and in any and all foreign countries, to have one or more offices therein, and therein to hold, purchase, mortgage and convey real and personal property, without limit as to the amount.

"To do any or all of the things herein set forth to the same extent as a natural person might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

"To purchase, hold and reissue any of the shares of its capital stock.

"The foregoing clauses shall be construed as independent objects, purposes and powers; and it is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or to restrict in any manner the powers of this Corporation.

"In general to carry on any other business in connection therewith, whether manufacturing or otherwise, not forbidden by the laws of the State of Delaware, and with all the powers conferred upon corporations by the laws of the State of Delaware.

B. That thereafter, pursuant to resolution of its board of directors, a special meeting of the stockholders of said corporation was duly called and held, at which meeting the necessary number of stockholders as required by statute voted in favor of the amendment.

C. That said amendment was duly adopted in accordance with the provisions of Section 242 of Title 8 of the Delaware Code of 1953.

D. That the capital of said corporation will not be reduced under or by reason of said amendment and that said amendment does not effect any change in the issued shares of said corporation.

IN WITNESS WHEREOF, said Hot Shoppes, Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by J. Willard Marriott, its President, and Betty L. Cushwa, its Secretary, this 12th day of January, 1954.

HOT SHOPPES, INC.

By J. Willard Marriott  
President

By Betty L. Cushwa  
Secretary

HOT SHOPPES, INC.  
CORPORATE SEAL 1929  
DELAWARE

DISTRICT OF COLUMBIA, SS:

BE IT REMEMBERED that on this 12th day of January, A.D. 1954, personally came before me a Notary Public in and for the District aforesaid, J. Willard Marriott, President of Hot Shoppes, Inc., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said J. Willard Marriott as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said Company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

JOHN K. HEDLER  
NOTARY PUBLIC  
DISTRICT OF COLUMBIA

JOHN K. HEDLER  
Notary Public  
My Commission Expires  
August 31, 1956

CERTIFICATE OF AMENDMENT  
of the  
CERTIFICATE OF INCORPORATION  
of  
HOT SHOPPES, INC.

HOT SHOPPES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

A. That at a meeting of the Board of Directors of said Hot Shoppes, Inc. duly held and convened, a resolution was duly adopted setting forth a proposed amendment to the certificate of incorporation of said corporation and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment provided that the certificate of incorporation should be amended by deleting from Article FOURTH the first full paragraph thereof and by substituting the following paragraph as the first full paragraph of Article FOURTH, in lieu of and in place of the said deleted paragraph:

"FOURTH: The total number of shares of stock that may be issued by the corporation is Three Million Seven Hundred Fifty Thousand (3,750,000). Three Million (3,000,000) shares shall be of a class designated as Common Stock having a par value of One Dollar (\$1.00) each, and Seven Hundred Fifty Thousand (750,000) shares will be of a class designated as Class B Common Stock having a par value of One Dollar (\$1.00) each."

and all other paragraphs and portions of said Article FOURTH subsequent to the said first paragraph are retained, without change in any respect.

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B. That thereafter, pursuant to resolution of its board of directors, a special meeting of the stockholders of said corporation was duly called and held, at which meeting the necessary number of stockholders as required by statute voted in favor of the amendment.

C. That said amendment was duly adopted in accordance with the provisions of the General Corporation Law of the State of Delaware.

D. That the capital of said corporation will not be reduced under or by reason of said amendment and that said amendment does not effect any change in the issued shares of said corporation.

IN WITNESS WHEREOF, said Hot Shoppes, Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by J. Willard Marriott, its President, and Betty L. Cushman, its Secretary, this 9th day of November, 1960.

HOT SHOPPES, INC.  
CORPORATE SEAL  
1929  
DELAWARE

(Corporate Seal)

HOT SHOPPES, INC.

By J. Willard Marriott  
President

By Betty L. Cushman  
Secretary

DISTRICT OF COLUMBIA, SS:

BE IT REMEMBERED that on this 9th day of November, A.D. 1960, personally came before me a Notary Public in and for the District aforesaid, J. Willard Marriott, President of Hot Shoppes, Inc., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said J. Willard Marriott

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as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said Company respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Vera M. G. Simpson  
Notary Public

VERA MCG. SIMPSON  
NOTARY PUBLIC  
DISTRICT OF COLUMBIA

hds

STATE OF DELAWARE  
OFFICE OF SECRETARY OF STATE.

I, ELISHA C. DUKES, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing pages numbered from 1 to 7, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "HOT SHOPPES, INC.", as received and filed in this office the tenth day of July, A.D. 1929, at 10 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 7, both numbers inclusive, is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of the "HOT SHOPPES, INC.", as received and filed in this office the twenty-fourth day of December, A.D. 1936, at 9 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 6, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "HOT SHOPPES, INC.", as received and filed in this office the first day of April, A.D. 1939, at 11 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 2, both numbers inclusive, is a true and correct copy of Certificate of Change of Agent and Location of Principal Office of the "HOT SHOPPES, INC.", as received and filed in this office the fourth day of May, A.D. 1939, at 11 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Ownership of the "HOT SHOPPES, INC.", merging the "MORRIS PROPERTIES, INC.", pursuant to Section 59A of the General Corporation Law of the State of Delaware, as received and filed in this office the fifteenth day of September, A.D. 1952, at 9 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Retirement of Preferred Shares of the "HOT SHOPPES, INC.", as received and filed in this office the seventeenth day of February, A.D. 1953, at 11 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 8, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "HOT SHOPPES, INC.", as received and filed in this office the fifth day of March, A.D. 1953, at 11:05 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 10, both numbers inclusive, is a true and correct copy of Certificate of Agreement of Merger between "AIRLINE SERVICES, INC." and "HOT SHOPPES, INC.", under the name of "HOT SHOPPES, INC.", as received and filed in this office the fifth day of March, A.D. 1953, at 11 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 4, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "HOT SHOPPES, INC.", as received and filed in this office the twenty-fifth day of January, A.D. 1954, at 11 o'clock A.M.;

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And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "HOT SHOPPES, INC.", as received and filed in this office the tenth day of November, A.D. 1960, at 10 o'clock A.M.



IN TESTIMONY WHEREOF, I have hereunto set my hand

and official seal at Dover this eleventh

day of April in the year of our Lord one

thousand nine hundred and sixty-one.

*Philip C. Dickes*  
Secretary of State

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S.R.C.