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Name change amendment

Filed 12-9-64

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10 pgs.

P-15,208-g

HOT SHOPPES, INC.

Amend chang corp name to
MARRIOTT-HOT SHOPPES, INC.

FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA
by FOS 12/9/64

TO AMS
SECRET F STATS



TOM ADAMS
SECRETARY OF STATE

Office of the
Secretary of State
State of Florida

Tallahassee

32304

December 10, 1964

In reply refer to:
corp-rs

C T Corporation System
918-16 Street, Northwest
Washington 6, D. C.

Attention: Mr. C. S. Peabbles

Gentlemen:

This will acknowledge your letter enclosing an amendment to the certificate of incorporation of Hot Shoppes, Inc., a Delaware corporation, changing name to Marriott-Hot Shoppes, Inc. and check for \$10.

The amendment has been filed in this office on December 9, 1964. A certificate to that effect is enclosed.

Sincerely,

TOM ADAMS
Secretary of State

By
(Mrs.) Ruby E. Smith
Foreign Supervisor
Corporations Division

RS/

Enclosure

STATE OF FLORIDA)
: SS
OFFICE SECRETARY OF STATE)

I, TOM ADAMS, Secretary of State of the State of Florida, do hereby certify that I have on this day filed in this office duly authenticated copy of Certificate of Amendment to Certificate of Incorporation of HOT SHOPPES, INC., a Delaware corporation, changing name of said corporation to MARRIOTT-HOT SHOPPES, INC. Said change of name has been perfected under the Laws of the State of Delaware.

GIVEN UNDER my hand and the Great
Seal of the State of Florida,
at Tallahassee, the Capital,
this the Ninth day of December,
A. D., 1964.

(SEAL)

TOM ADAMS

SECRETARY OF STATE

A-594
S.R.C.

TOM ADAMS
SECRETARY OF STATE
STATE OF FLORIDA

FORM FOR ALLOCATION OF AUTHORIZED CAPITAL STOCK TO THE STATE OF FLORIDA

This form must be completed and returned to the Secretary of State by any corporation doing business in more than one state and wishing to allocate a portion of its authorized capital stock to Florida upon qualifying.

A foreign corporation seeking to qualify to do business in this state must furnish this office with an authenticated copy of its articles of incorporation and all amendments, a filing fee of five dollars (\$5), this form and a check, money order or cash for the amount of the charter tax. If the corporation does not wish to allocate to Florida, its tax is then based upon its total authorized capital stock.

The schedule for the charter tax is found in Section 608.05, Florida Statutes. The first allocation to Florida must necessarily be an estimate.

November 10, 1964

MARRIOTT-HOT SHOPPES, INC.

(full name of corporation) 5161 River Road, a corporation organized under the laws of Delaware with its principal office located at Washington, D.C. 20016 and establishing its principal office in Florida at 110 W. Forsyth St., Jacksonville 2, Fla. makes the following statement:

1. The nature of the corporation's business is restaurants, hotels and airline catering
2. This report is based, where possible, upon an accounting period ending 10-9-64
3. Book value (excluding goodwill) of Florida assets.....\$ 250,000
4. Amount of business transacted in Florida (estimate).....\$ 1.5 million
5. SUM OF ITEMS 3 AND 4 (estimate).....\$ 1,750,000
6. Book value (excluding goodwill) of all assets.....\$ 15.7 million
7. Total business transacted last year.....\$ 84,725,786
8. SUM OF ITEMS 6 AND 7.....\$ 100,425,786
9. (a) Number of shares of authorized capital stock 5,000,000 (b) Kind common
10. Total par value of par value shares \$2,096,559.00
11. Tax computation on par value shares
(a) (item 5) \$ 1,750,000 x (item 10) \$ 2,096,559.00 = \$ 36,480 (Florida allocation)
(item 8) \$ 100,425,786
(b) Multiply Florida allocation by tax schedule in Section 608.05, Florida Statutes \$ ✓
12. Tax computation for no par shares
(a) (item 5) \$ ✓ x (item 9a) ✓ = ✓ (Florida allocation)
(item 8) \$ ✓
(b) Multiply Florida allocation by tax schedule in Section 608.05, Florida Statutes \$ ✓

(Signed) Betty L. Cochran
By Secretary
(corporate officer)

STATE OF MARYLAND
COUNTY OF MONTGOMERY) SS

Personally appeared before me an officer authorized to take acknowledgments Betty L. Cochran, who states that he is Secretary of MARRIOTT-HOT SHOPPES, INC., and that the above information is correct to the best of his knowledge.

Sworn to and subscribed before me this 10 day of November A. D. 1964

Clarence Earl Robery
My Commission Expires May 3, 1965

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

MOT 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 MOT SHOPPES, INC., resolutions were duly adopted setting forth proposed amendments to the Certificate of Incorporation of said corporation, declaring said amendments to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendments is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Articles thereof numbered "FIRST" and "FOURTH" so that, as amended said Articles shall be and read as follows:

"FIRST: The name of this corporation shall be
MARRIOTT-MOT SHOPPES, INC."

"FOURTH: The total number of shares of stock that may be issued by the corporation is Five Million (5,000,000) which shares shall be of a Class designated as Common Stock having a par value of One Dollar (\$1.00) each."

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

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S.R.D.

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."

SECOND: 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 shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said HOT SHOPPES, INC., has caused its corporate seal to be hereunto affixed and this certificate to be signed by J. W. Marriott, its President, and Betty L. Cushwa, its Secretary, this 10th day of November 1964.

HOT SHOPPES, INC.

BY J. W. MARRIOTT

President

HOT SHOPPES, INC.
CORPORATE SEAL
DELAWARE
1929

BY BETTY L. CUSHWA

Secretary

(CORPORATE SEAL)

STATE OF MARYLAND }
COUNTY OF MONTGOMERY)

ss.

BE IT REMEMBERED that on this 10th day of November, A.D. 1964, personally came before me a Notary Public in and for the County and State aforesaid J. W. 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. W. 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 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.

ELAINE GAIL ROBEY

Notary Public

My Commission Expires May 3, 1965

(3542)

ELAINE GAIL ROBEY
NOTARY PUBLIC
MONTGOMERY COUNTY, MD.

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S.R.C.

State of Delaware



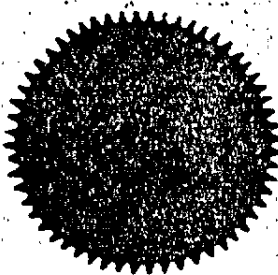
Office of Secretary of State

J. Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "HOT SHOPPES, INC.", as received
and filed in this office the sixteenth day of November, A.D. 1964,
at 10 o'clock A.M.

RECEIVED
DEC. 9 1 03 PM '64
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this sixteenth day
of November in the year of our Lord
one thousand nine hundred and sixty-four

APPROVED AND FILED



J. Elisha C. Dukes

Secretary of State

H. Tolson

Asst. Secretary of State

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S.R.C.