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merger  
filed 3-21-75

6 pgs.

# C T CORPORATION SYSTEM

Associated with The Corporation Trust Company

918--16TH STREET, N.W., WASHINGTON, D. C. 20006 • (202) 337-1601

March 6, 1975



RECEIVED  
MAR 11 8 08 AM '75  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: MARRIOTT CORPORATION (Del.)  
Merged: HOT SHOPPES OF PENNSYLVANIA, INC. (Del.)

*find card*

Secretary of State  
Corporation Department  
Tallahassee, Florida 32304

*ACT  
IT ACT*

Counsel: Robert B. Morris, Atty.  
Marriott Corporation  
5161 River Road  
Washington, D.C. 20016

MAR 25-75 02 21600 \*\*\*15.7

FILED  
MAR 21 10 46 AM '75  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir:

At the request of the above-named attorney, we attach a document issued by the Secretary of State of Delaware covering the subject merger. Please file the enclosed on behalf of the surviving corporation which is qualified to transact business in your jurisdiction, furnishing us with the usual evidence. The merger document does not amend the Certificate of Incorporation of the survivor.

Our check is enclosed to cover your fee. Thank you for your assistance.

Very truly yours,

C T CORPORATION SYSTEM

*Richard T. Rizzi*  
Richard T. Rizzi  
Assistant Secretary

RTR:mi  
enc.

Check - \$15.00

C. TAX	.....
FILING	.....
R. AGENT FEE	.....
C. COPY	.....
TOTAL	15.00
N. BANK	.....
BALANCE DUE	.....
REFUND	.....



Bruce A. Smathers  
SECRETARY OF STATE

C T CORPORATION SYSTEM  
913-16th STREET N. W.  
WASHINGTON, D. C. 20006

ATTN: RICHARD T. RIZZI

## Secretary of State

STATE OF FLORIDA  
THE CAPITOL  
TALLAHASSEE 32304

March 21, 1975

904/488-3140

815208

Please refer to this number for  
future correspondence regarding  
this corporation

Subject: MARRIOTT CORPORATION

This will acknowledge receipt of the following  
documents for the above captioned corporation:

- ☒ 1. Check in the amount of \$ 15.00
- ☐ 2. Articles of Incorporation
- ☐ 3. Amendment to Articles of Incorporation
- ☒ 4. Articles of Merger or Consolidation merging HOT SHOPPES  
OF PENNSYLVANIA, INC.
- ☐ 5. Certificate of Withdrawal received and filed
- ☐ 6. Limited Partnership
- ☐ 7. Trademark Application

Enclosed please find:

- ☐ 1. Certified Copy (ies)
- ☐ 2. Certificate under Seal
- ☐ 3. Photocopy (ies)
- ☐ 4. A refund of \$ \_\_\_\_\_ will be forwarded later
- ☐ 5. Enclosures or details of filing:
- ☐ 6. Other \_\_\_\_\_

Filed: March 21, 1975

Sincerely,

*Nettie F. Sims*

Nettie F. Sims, Chief  
Bureau of Corporation Records

NFS/-js

Enclosures

CERTIFICATE of OWNERSHIP AND MERGER  
MERGING  
HOT SHOPPES OF PENNSYLVANIA, INC.  
INTO  
MARRIOTT CORPORATION

\*\*\*\*\*

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

DOES HEREBY CERTIFY:

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

SECOND: That this corporation owns all of the outstanding shares of the stock of HOT SHOPPES OF PENNSYLVANIA, INC. a corporation incorporated on the 24th day of February, 1961, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the Executive Committee of the Board of Directors at its duly called and convened meeting at which meeting a quorum was present and voting throughout, held on the 25th day of November, 1974, and subsequently approved by the full Board of Directors, determined to and did merge into itself, effective December 13, 1974, said HOT SHOPPES OF PENNSYLVANIA, INC., for accounting purposes.

RESOLVED, that MARRIOTT CORPORATION MERGE and it hereby does merge into itself said HOT SHOPPES OF PENNSYLVANIA, INC., and assumes all of their obligations; and

FURTHER RESOLVED, that the merger shall be effective December 13, 1974, for accounting purposes.

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute under the corporate seal of this corporation, a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said HOT SHOPPES OF PENNSYLVANIA, INC., and assume their obligations and liabilities, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

IN WITNESS WHEREOF, said MARRIOTT CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by Robert E. Koehler, its Vice President, and attested by Robert B. Morris, its Secretary, this 14th day of February, 1975.

MARRIOTT CORPORATION

By Robert E. Koehler  
Vice President

(Corporate Seal)

ATTEST:

By Robert B. Morris  
Secretary



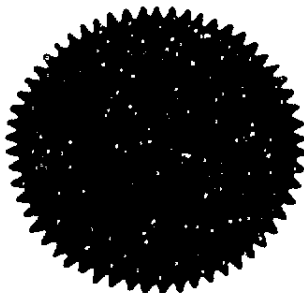
# State of DELAWARE

Office of SECRETARY OF STATE

I, Robert H. Reed, 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 Ownership of the "MARRIOTT CORPORATION", merging "HOT SHOPPES OF  
PENNSYLVANIA, INC.", pursuant to Section 253 of the General Corporation Law of  
the State of Delaware, as received and filed in this office the twentieth day  
of February, A.D. 1975, at 10 o'clock A.M.

FILED  
MAR 21 10 46 AM '75  
STATE OF DELAWARE  
HARRISBURG, FLORIDA

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this twentieth day  
of February in the year of our Lord  
one thousand nine hundred and seventy-five.



*Robert H. Reed*

Robert H. Reed

Secretary of State

*Grover A. Biddle*

Grover A. Biddle Assistant Secretary of State