

815208

Merger

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8 pgs.

C T CORPORATION SYSTEM

ASSOCIATED WITH THE CORPORATION TRUST COMPANY

918 - 16TH STREET, N. W. - WASHINGTON, D. C. 20006
DISTRICT 2-1401 AREA CODE: 302

March 8, 1972

RE: MARRIOTT FINANCIAL SERVICES, INC. - Merged Into: MARRIOTT CORPORATION

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

Secretary of State
Corporation Department
Tallahassee, Florida 32304

MAR 13 2 74100 ****15.

Dear Sir:

Pursuant to the instructions of counsel named above,
we enclose for filing on behalf of this corporation, which
is authorized to do business in your state,

Certificate of Ownership and Merger .

Check in payment of the required fees is attached. Please
forward the usual evidence of filing to this office.

Yours very truly,

C T CORPORATION SYSTEM

By Richard T. Rizzi
Assistant Secretary

SPECIAL INSTRUCTIONS:

Enclosure - Check \$15.

RTR:W

PRIVILEGE TAX	
CO. TAX	
FILING	15
C. COPY	
N. A. FEE	
P. COPY	
SEARCH	
TOTAL	15
BALANCE DUE	
REFUND	



RICHARD (DICK) STONE
SECRETARY OF STATE

STATE OF FLORIDA
Department of State
THE CAPITOL
TALLAHASSEE 32304

ROY L. ALLEN, DIRECTOR
DIVISION OF CORPORATIONS

March 15, 1972

C T CORPORATION SYSTEM
918 - 16th Street, Northwest
Washington, D. C. 20006

Attention: Richard T. Rizzi

Dear Sir:
Subject: MARRIOTT CORPORATION

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

- X 1. Check in the amount of \$ 15.
- 2. Articles of Incorporation
- 3. Amendment to Articles of Incorporation
- X 4. Articles of Merger ~~and Consolidation~~ merging MARRIOTT FINANCIAL SERVICES, INC. into above, March 14, 1972.
- 5. Certificate of Withdrawal received and filed
- 6. Limited Partnership

Enclosed please find:

- 1. Invoice No. in the amount of \$
- 2. Resident Agent Form (to be completed and returned for filing).
- 3. Certified copy (s)
- 4. Certificate Under Seal
- 5. Photocopy (s)
- 6. A refund of \$ will be forwarded later
- 7. Enclosures or details of filing:

Filed: March 14, 1972.

Sincerely,

RICHARD (DICK) STONE
Secretary of State

By
Murray McLaughlin, Chief
Bureau of Corporation Records

MM/

corp-2
1-5-71

bc
Enclosures

A-594

S.R.C.

STATE OF FLORIDA)
OFFICE SECRETARY OF STATE)

I, RICHARD (DICK) STONE, 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 Agreement of Merger merging MARRIOTT FINANCIAL SERVICES, INC., a Delaware corporation into MARRIOTT CORPORATION, a Delaware corporation. Said merger 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 14th day of March, A. D., 1972.

SECRETARY OF STATE

A-594
S.R.C.

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MARRIOTT FINANCIAL SERVICES, 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 MARRIOTT FINANCIAL SERVICES, INC., a corporation incorporated on the 15th day of May, 1968, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 3rd day of January, 1972, determined to and did merge into itself said MARRIOTT FINANCIAL SERVICES, INC.:

RESOLVED, that MARRIOTT CORPORATION here, and it hereby does merge into itself said MARRIOTT FINANCIAL SERVICES, INC., and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware. However, for accounting purposes only, the effective date shall be January 15, 1972; and

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SECRETARY OF STATE
DELAWARE

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S.R.C.

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 MARRIOTT FINANCIAL SERVICES, INC. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy 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.

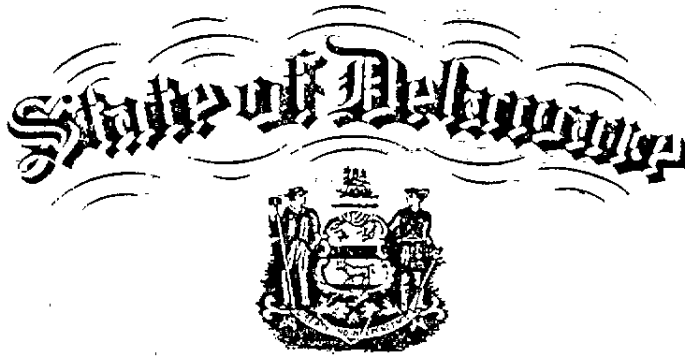
IN WITNESS WHEREOF, said MARRIOTT CORPORATION has caused this certificate to be signed by Robert E. Koehler, its Vice President and attested by Robert B. Morris, its Secretary, this 15th day of February , 1972.

MARRIOTT CORPORATION

By *Robert E. Koehler*
Vice President

ATTEST:

By *Robert B. Morris*
Secretary



Office of Secretary of State

Walton H. Simpson

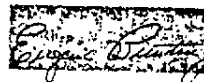
~~James Bunting~~ *James Bunting*, Secretary of State of the State of Delaware,

do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Ownership of the "MARRIOTT CORPORATION", merging "MARRIOTT
FINANCIAL SERVICES, INC.", pursuant to Section 253 of the General Corporation
Law of the State of Delaware, as received and filed in this office the
twenty-fifth day of February, A.D. 1972, at 10 o'clock A.M.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Walton H. Simpson



Secretary of State

R. N. Caldwell

Asst. Secretary of State

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S.R.C.