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Merger
Filed 10-19-76

6 pgs.

C T CORPORATION SYSTEM

Associated with The Corporation Trust Company.
918 16TH STREET, N.W. WASHINGTON, D. C. 20006 • (202) 347-1601

October 14, 1976

RE: MARRIOTT CORPORATION (Del.)
Merged: BIRD-MARRIOTT, INC. (P.R.) *MA*

COUNSEL: Robert B. Morris, Atty. & Secy.
Marriott Corporation
5161 River Road, N.W.
Washington, D.C. 20016

SECRETARY OF STATE
Division of Corporations
The Capitol
Tallahassee, Florida 32304

OCT 15 9 - 92800 ****30.00

Dear Sir:

The above named corporation is qualified to transact business in your state. In accordance with the instructions of counsel, we enclose evidence of the filing of a Certificate of Ownership and Merger in its domestic state on September 20, 1976. Please file the enclosed and return the usual evidence thereof to this office. Our check in payment of the required filing fee is enclosed. Please note that this merger did not in any way amend the Certificate of Incorporation of Marriott Corporation.

Thank you very much.

Very truly yours,

C T CORPORATION SYSTEM

N. David Weir

N. David Weir
Service Representative

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

PRIVILEGE TAX	
C. TAX	
F. 113	30
C. COPY	
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	30
BALANCE DUE	

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304
October 20, 1976

BRUCE A. SMATHERS
SECRETARY OF STATE

C T CORPORATION SYSTEM
918-16th Street N.W.
Washington, D.C. 20006
Attn: N. David Weir

Telephone Number:
904/488-3140

CHARTER NUMBER: 815208

SUBJECT: MARRIOTT CORPORATION MERGING BIRD MARRIOTT, INC.

This will acknowledge receipt of the following:

- XX 1. Check in the amount of \$ 30.00
- _____ 2. Articles of Incorporation filed
- _____ 3. Amendment to Articles of Incorporation filed
- XX 4. Articles of Merger or Consolidation filed October 19, 1976
- _____ 5. Certificate of Withdrawal filed
- _____ 6. Limited Partnership filed
- _____ 7. Trademark Application filed
- _____ 8. Application for qualification filed _____ It
is no longer required to issue a permit. A certificate under seal
to this effect may be obtained for \$5.
- _____ 9. Reinstatement filed
- _____ 10. Dissolution filed
- _____ 11. Other:

ENCLOSED:

- _____ 1. Certified Copy(ies)
- _____ 2. Certificate(s) Under Seal
- _____ 3. Photocopy(ies)
- _____ 4. Other:

DIVISION OF CORPORATIONS

jz

Corp. 100 (Corp. 2)
05/03/76

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

BIRD MARRIOTT, 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 BIRD MARRIOTT, INC., a corporation incorporated on the 1st day of October, 1946, pursuant to the General Corporation Law of the State of Puerto Rico.

THIRD: That this corporation, by the following resolutions of its Board of Directors at its duly called and convened meeting at which a quorum was present and voting throughout, held on the 8th day of July, 1976, determined to and did merge into itself, effective July 30, 1976, BIRD MARRIOTT, INC., for accounting purposes.

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

FURTHER RESOLVED, that the mergers shall be effective July 30, 1976, 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

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merge said BIRD MARRIOTT, INC., and assume its obligations and liabilities and the date of adoption thereof, and to cause the same to be filed with 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 7th day of September, 1976.

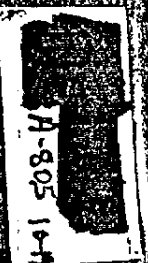
MARRIOTT CORPORATION


Robert E. Koehler, Vice President

CORPORATE SEAL

ATTEST:


Robert B. Morris, Secretary





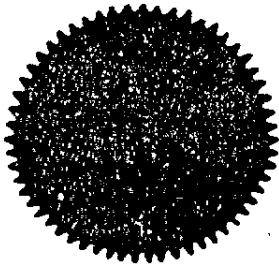
State of DELAWARE

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", a corporation organized and existing under the laws of the State of Delaware, merging "BIRD MARRIOTT, INC.", a corporation organized and existing under the laws of the Commonwealth of Puerto Rico, 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 September, A.D. 1976, at 10 o'clock A.M.

RECEIVED
STATE DEPARTMENT
OCT 3 1976

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



Robert H. Reed

Robert H. Reed

Secretary of State

G. A. Biddle

Grover A. Biddle Assistant Secretary of State

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