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Merger
Filed 4-4-78
7 pgs.

MERGER

MARRIOTT CORPORATION

815208

MERGER MERGING:

KR
4/13/78

3 not qual. corps. into the above.

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H-1108

C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
918--16TH STREET, N.W., WASHINGTON, D. C. 20000 • (202) 347-1001



MAR 22 1978

RE: MARRIOTT CORPORATION (Del.)
Merged: MARRIOTT HOTELS OF CHICAGO, INC. (Del.)
WINBEER, INC. (Tex.)
DI-MAPS, INC. (R.I.)

COUNSEL: Sterling Colton, Gen. Csl.
Marriott Corporation
5161 River Road, N.W.
Washington, D.C. 20058

MAR 27-78 #2 218200 *****60.00

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

Dear Sir:

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

Our check is attached to cover your fee. Many thanks for your assistance.

Very truly yours,

C. T. CORPORATION SYSTEM

Richard T. Rizzi
Assistant Secretary

PRIVILEGE TAX	
C. TAX	
FILEING	60
C. COPY	
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	60
BALANCE DUE	

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DEPARTMENT OF STATE
TALLAHASSEE, FLA.
Encl.
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DEPARTMENT OF STATE
TALLAHASSEE, FLA.

A-1130



Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

BRUCE A. SMATHERS
SECRETARY OF STATE

F. APRIL 5, 1978
Division of Corporations
904/488-3140

DAVID C. MACNAMARA
ASSISTANT SECRETARY OF STATE

C T Corporation System
918 - 16th St., NW
Washington, DC 20006
Attn: Richard T. Rizzi

SUBJECT: MARRIOTT CORPORATION

DOCUMENT NUMBER: 815208

This will acknowledge receipt of the following:

1. xx Check(s) totalling \$60.00
2. Articles of Incorporation filed
3. Amendments to Articles of Incorporation filed
4. xx Articles of Merger or Consolidation filed 4-4-78; merger merging
- 3 not qual. corps. into the above
5. Certificate of Withdrawal filed
6. Limited Partnership filed
7. Limited Partnership Annual Report filed
8. Trademark Application filed
9. 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.
10. Reinstatement filed
11. Articles of Dissolution filed
12. OTHER:

ENCLOSED:

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

Corp. 100

1/1/77cac

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MARRIOTT HOTELS OF CHICAGO, INC.
WINBEER, INC.
DI-MAPS, 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 HOTELS OF CHICAGO, INC., a corporation incorporated on the 12th day of February, 1976, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of WINBEER, INC., a corporation incorporated on the 7th day of June, 1960, pursuant to the General Corporation Law of the State of Texas,

That this corporation owns all of the outstanding shares of the stock of DI-MAPS, INC., a corporation incorporated on the 3rd day of January, 1973, pursuant to the General Corporation Law of the State of Rhode Island.

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 12th day of January, 1978, determined to and did merge into itself, effective February 10, 1978, MARRIOTT HOTELS OF CHICAGO, INC., WINBEER, INC., and DI-MAPS, INC., for accounting purposes.

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STATE
OF
DELAWARE

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RESOLVED, that MARRIOTT CORPORATION merge, and it hereby does merge into itself said MARRIOTT HOTELS OF CHICAGO, INC., WINBEER, INC., and DI-MAPS, INC., and assumes all of their obligations; and

FURTHER RESOLVED, that the mergers shall be effective February 10, 1978 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 MARRIOTT HOTELS OF CHICAGO, INC., WINBEER, INC., and DI-MAPS, 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 Senior Vice President, and attested by Richard J. Niederriter, its Corporate Secretary, this 7th day of March, 1978.

MARRIOTT CORPORATION



Robert E. Koehler,
Senior Vice President

ATTEST:


Richard J. Niederriter
Corporate Secretary

CORPORATE SEAL

A-1132

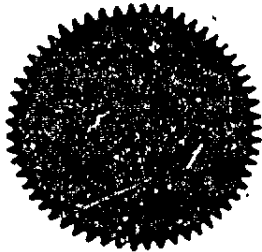


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton 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 "MARRIOTT HOTELS OF CHICAGO,
INC.", a corporation organized and existing under the laws of the State of Delaware,
"WINBEER INC.", a corporation organized and existing under the laws of the State of
Texas and "DE MAPS, INC.", a corporation organized and existing under the laws of
the State of Rhode Island, pursuant to Section 253 of the General Corporation Law of the
State of Delaware, as received and filed in this office the fourteenth day of March,
A.D. 1978, at 10 o'clock A.M.

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



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

Arthur J. [Signature]

Assistant Secretary of State

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