

815208

Amendment
Filed 7-25-86

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6 pgs.

INTERNATIONAL
HEADQUARTERS

Marriott Drive
Washington, D.C. 20058

Shirley J. Evans
Assistant Corporate Secretary
301/897-7506

July 14, 1986

815208

Secretary
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

DEPARTMENT OF
DIVISION OF
TALLAHASSEE

1986 JUL 17 PM 3:26

RECEIVED

Re: Marriott Corporation

On May 2, 1986, the Board of Directors declared a five-for-one split of Marriott Corporation's common stock for shareholders of record on May 19, 1986. On June 20, 1986, the date of distribution, the capital stock account of Marriott Corporation was increased by \$117,670,528 and its capital surplus account was reduced by that amount.

Enclosed are the following:

- (1) Application for Foreign Corporation to Increase or Decrease its Capital Stock in Florida (\$15.00 filing fee);
- (2) Certified copy of Amendment to the Certificate of Incorporation of Marriott Corporation (\$10.00 filing fee);
- (3) 1986 Corporation Annual Report (\$20.00 filing fee);
- (4) Marriott Corporation check #13046015 dated July 11, 1986, in the amount of \$5,645.00 in payment of tax on the increase in the authorized capital stock. Also enclosed are Marriott Corporation checks #15165926 in the amount of \$25.00 and #15163500 in the amount of \$20.00 to cover filing fees for items (1), (2) and (3).

Name	
Availability	
Document Examiner	dp/14
Updater	dp
Updater Verifier	BLT
Acknowledgement	Shirley J. Evans
Signature	dp

Enclosures

Charter tax \$4,270.23
Overpayment \$1,375.00

FILED
1986 JUL 25 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

increased to \$25,077,900
and 83,593 shs
npw

APPLICATION FOR FOREIGN CORPORATION TO INCREASE
OR DECREASE ITS CAPITAL STOCK IN FLORIDA

- (1) TOTAL AUTHORIZED SHARES (ITEMIZED BY CLASSES, PAR VALUE OF SHARES, AND SHARES WITHOUT PAR VALUE).

Common: 300,000,000 shares after increase; \$1.00 par value

Preferred: 1,000,000 shares (no change in number of shares); no par value

- (2) "VALUE" MAY BE DEFINED IN ANY TERMS CONSISTENT WITH GENERALLY-ACCEPTED ACCOUNTING PRINCIPLES.

A. ESTIMATED VALUE OF ALL PROPERTY OWNED BY THE CORPORATION FOR THE COMING YEAR, WHEREVER LOCATED

B. ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED BY THE CORPORATION DURING THE COMING YEAR

C. ESTIMATED VALUE OF ALL PROPERTY IN FLORIDA OWNED BY THE CORPORATION FOR THE COMING YEAR

D. ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED IN FLORIDA BY THE CORPORATION DURING THE COMING YEAR

E. TOTAL OF "A" AND "B"

F. TOTAL OF "C" AND "D"

G. DIVIDE "F" BY "E"

H. MULTIPLY "G" BY TOTAL AUTHORIZED SHARES AND THEIR PAR VALUE. (IF NO PAR VALUE SHARES, MULTIPLY ONLY BY THE NUMBER OF SHARES.)

2,888,197,739

2,089,660,798

288,251,129

\$ 134,863,733

\$ 4,977,858,537

\$ 416,114,862

\$ 0.083593

\$ 25,077,900

THE FLORIDA ALLOCATION FOR PURPOSES OF DETERMINING THE TAX ON AUTHORIZED CAPITAL STOCK WILL BE BASED ON THE NUMBER OF SHARES AND THEIR PAR VALUE. IF NO PAR VALUE SHARES, IT WILL BE BASED ON THE NUMBER OF SHARES.

83,593 shs
npv

Shirley J. Evans
SECRETARY OR ASSISTANT SECRETARY
SHIRLEY J. EVANS

STATE OF MARYLAND
COUNTY OF MONTGOMERY

Richard E. Marriott
PRESIDENT OR VICE PRESIDENT
RICHARD E. MARRIOTT

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 1st

DAY OF July, 19 86, BY RICHARD E. MARRIOTT

(NAME OF OFFICER)

VICE PRESIDENT

OF

MARRIOTT CORPORATION

(TITLE OF OFFICER)

(NAME OF CORPORATION)

DELAWARE

(STATE OR COUNTRY)

CORPORATION, ON BEHALF OF THE CORPORATION.

(SEAL)

Sherita Crasby
NOTARY PUBLIC



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Amendment _____
filed in this office on _____ May 5, 1986 _____

FILED
1986 JUL 25 14 10 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Michael Harkins
Michael Harkins, Secretary of State

BY: *[Signature]*

DATE: July 2, 1986

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MARRIOTT CORPORATION

FILED
1985 JUL 25 PM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It is hereby certified that

1. The name of the corporation ("the Corporation") is

MARRIOTT CORPORATION

2. The certificate of incorporation of the Corporation is hereby amended by striking out the first paragraph of Article FOURTH and by substituting in its place the following:

"FOURTH. The total number of shares of all classes of stock which the corporation shall have authority to issue is Three Hundred and One Million (301,000,000). Of such shares, (i) Three Hundred Million (300,000,000) shall be Common Stock of the par value of One Dollar (\$1.00) per share, and (ii) One Million (1,000,000) shall be Preferred Stock without par value. The shares of authorized Common Stock of the corporation shall be identical in all respects and shall have equal rights and privileges."

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Sections 222 and 242 of the General Corporation Law of Delaware.

Signed and attested to on the 2nd day of May, 1986.

MARRIOTT CORPORATION

ATTEST:

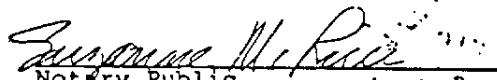
By: William O. / Caffer

Vice President

William O. / Caffer
Secretary

State of Maryland
County of Montgomery

This instrument was acknowledged before me on May 2, 1986 by
Sterling D. Colton as Vice President and William O. Kafes as
Secretary of Marriott Corporation.


Notary Public

My Commission Expires 7/1/86

0587L