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Merger
filed 6-11-74

8 pgs.

815,208

MARRIOTT CORPORATION

Cert of merger merging
18 Not Qual. Delaware
corporations into the
above.

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA,
by CT on 6-11-74

RICHARD (DICK) STONE
SECRETARY OF STATE



Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

RICHARD (DICK) STONE
SECRETARY OF STATE

904/488-3140
(TWX) 810/931-3677

Please refer to this number for future communications
regarding this corporation

Subject:

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

1. Check in the amount of \$
2. Articles of Incorporation
3. Amendment to Articles of Incorporation
4. Articles of Merger or Consolidation
5. Certificate of Withdrawal received and filed
6. Limited Partnership

Enclosed please find:

1. Invoice No. in the amount of \$
2. Certified Copy (ies)
3. Certificate Under Seal
4. Photocopy (ies)
5. A refund of \$ will be forwarded later
6. Enclosures or details of filing:

Filed:

Sincerely,

RICHARD (DICK) STONE
Secretary of State

By *Nellie F. Sims*
Nellie F. Sims, Chief
Bureau of Corporation Records

NFS/ 2

Enclosures

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

BUSTLETON PROPERTIES, INC.
IRVING PARK PROPERTIES, INC.
ROSEDALE PROPERTIES, INC.
FALL RIVER PROPERTIES, INC.
PHILADELPHIA PROPERTIES, INC.
TOWNSHIP LINE PROPERTIES, INC.
QUAKER PROPERTIES, INC.
EASTWICK CATERERS, INC.
DELBURCO PROPERTIES, INC.
LONGTON PROPERTIES, INC.
DARMONT PROPERTIES, INC.
LAMODEN PROPERTIES, INC.
BIG BOY JR. OF COVINA, INC.
BEACON PROPERTIES, INC.
MAPLE SHADE PROPERTIES, INC.
BIG BOY OF MONTGOMERY, INC.
COLORADO ADVERTISING, INC.
STEWART STORES, INC.

INTO

MARRIOTT CORPORATION

FILED
JUN 11 8 35 AM '74
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of BUSTLETON PROPERTIES, INC., a corporation incorporated on the 18th day of August, 1965, pursuant to the Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of IRVING PARK PROPERTIES, INC., a corporation incorporated on the 7th day of October, 1968, pursuant to the Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of ROSEDALE PROPERTIES, INC., a corporation incorporated on the 10th day of December, 1968, pursuant to the Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of FALL RIVER PROPERTIES, INC., a corporation incorporated on the 17th day of March, 1969, pursuant to the Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of PHILADELPHIA PROPERTIES, INC., a corporation incorporated on the 2nd day of June, 1969, pursuant to the Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of TOWNSHIP LINE PROPERTIES, INC., a corporation incorporated on the 6th day of June, 1969, pursuant to the Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of QUAKER PROPERTIES, INC., a corporation incorporated on the 10th day of July, 1969, pursuant to the Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of EASTWICK CATERERS, INC., a corporation incorporated on the 16th day of July, 1969, pursuant to the Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of DELBURCO PROPERTIES, INC., a corporation incorporated on the 25th day of August, 1969, pursuant to the Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of LONGTON PROPERTIES, INC., a corporation incorporated on the 21st day of October, 1969, pursuant to the Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of DARMONT PROPERTIES, INC., a corporation incorporated on the 26th day of November, 1969, pursuant to the Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of LAMODEN PROPERTIES, INC., a corporation incorporated on the 5th day of December, 1969, pursuant to the Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of BIG BOY JR. OF COVINA, INC., a corporation incorporated on the 17th day of December, 1969, pursuant to the Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of BEACON PROPERTIES, INC., a corporation incorporated on the 15th day of January, 1970, pursuant to the Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of MAPLE SHADE PROPERTIES, INC., a corporation incorporated on the 26th day of January, 1970, pursuant to the Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of BIG BOY OF MONTGOMERY, INC., a corporation incorporated on the 24th day of February, 1970, pursuant to the Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of COLORADO ADVERTISING, INC., a corporation incorporated on the 8th day of June, 1970, pursuant to the Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of STEWART STORES, INC., a corporation incorporated on the 29th day of July, 1939, pursuant to the Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, ^{March 7, 1974,} duly adopted by the unanimous written consent of its members, filed with the minutes of the board, determined to and did merge into itself said BUSTLETON PROPERTIES, INC., IRVING PARK PROPERTIES, INC., ROSEDALE PROPERTIES, INC., FALL RIVER PROPERTIES, INC., PHILADELPHIA PROPERTIES, INC., TOWNSHIP LINE PROPERTIES, INC., QUAKER PROPERTIES, INC., EASTWICK CATERERS, INC., DELBURCO PROPERTIES, INC., LONGTON PROPERTIES, INC., DARMONT PROPERTIES, INC., LAMODEN PROPERTIES, INC., BIG BOY JR. OF COVINA, INC., BEACON PROPERTIES, INC., MAPLE SHADE PROPERTIES, INC., BIG BOY OF MONTGOMERY, INC., COLORADO ADVERTISING, INC., and STEWART STORES, INC.:

RESOLVED, that HARRIOTT CORPORATION merge, and it hereby does merge into itself said BUSTLETON PROPERTIES, INC., IRVING PARK PROPERTIES, INC., ROSEDALE PROPERTIES, INC., FALL RIVER PROPERTIES, INC., PHILADELPHIA PROPERTIES, INC., TOWNSHIP LINE PROPERTIES, INC., QUAKER PROPERTIES, INC., EASTWICK CATERERS, INC., DELBURCO PROPERTIES, INC., LONGTON PROPERTIES, INC., DARMONT PROPERTIES, INC., LAMODEN PROPERTIES, INC., BIG BOY JR. OF COVINA, INC., BEACON PROPERTIES, INC., MAPLE SHADE PROPERTIES, INC., BIG BOY OF MONTGOMERY, INC., COLORADO ADVERTISING, INC., and STEWART STORES, INC., and assumes all of their obligations;

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said BUSTLETON PROPERTIES, INC., IRVING PARK PROPERTIES, INC., ROSEDALE PROPERTIES, INC., FALL RIVER PROPERTIES, INC., PHILADELPHIA PROPERTIES, INC., TOWNSHIP LINE PROPERTIES, INC., QUAKER PROPERTIES, INC., EASTWICK CATERERS, INC., DELBURCO PROPERTIES, INC., LONGTON PROPERTIES, INC., DARMONT PROPERTIES, INC., LAMODEN PROPERTIES, INC., BIG BOY JR. OF COVINA, INC., BEACON PROPERTIES, INC., MAPLE SHADE PROPERTIES, INC., BIG BOY OF MONTGOMERY, INC., COLORADO ADVERTISING, INC., and STEWART STORES, INC. and assumes their liabilities and obligations, and to cause the same to be filed with the Secretary of State and a certified copy recorded 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.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be terminated and abandoned by the Board of Directors of MARRIOTT CORPORATION, at any time prior to the date of filing the merger with the Secretary of State.

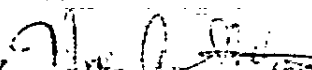
FIFTH: that this merger shall be effective on March 8, 1974 for accounting purposes only.

IN WITNESS WHEREOF, said MARRIOTT CORPORATION has caused this certificate to be signed by Robert E. Koehler, its Vice President and attested by Warren A. Slothower, its Assistant Secretary this 6th day of May, 1974.

MARRIOTT CORPORATION

By 
Robert E. Koehler, Vice President

ATTEST:

By 
Warren A. Slothower, Assistant Secretary



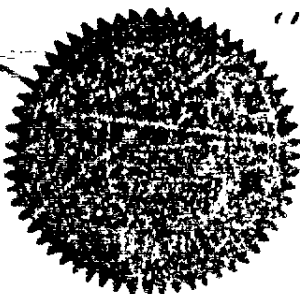
Office of Secretary of State

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 "HARRIOTT CORPORATION", merging
"BUSTLETON PROPERTIES, INC.", "IRVING PARK PROPERTIES, INC.",
"ROSEDALE PROPERTIES, INC.", "FALL RIVER PROPERTIES, INC.",
"PHILADELPHIA PROPERTIES, INC.", "TOWNSHIP LINE PROPERTIES, INC.",
"QUAKER PROPERTIES, INC.", "EASTWICK CATERERS, INC.", "DELBURCO
PROPERTIES, INC.", "LONGTON PROPERTIES, INC.", "DARBY PROPERTIES,
INC.", "LAMODEN PROPERTIES, INC.", "BIG BOY JR. OF COVINA, INC.",
"BEACON PROPERTIES, INC.", "MAPLE SHADE PROPERTIES, INC.", "BIG BOY
OF MONTGOMERY, INC.", "COLORADO ADVERTISING, INC." and "STEWART
STORES, INC.", pursuant to Section 293 of the General Corporation
Law of the State of Delaware, as received and filed in this office
the tenth day of May, A.D. 1974, at 10 o'clock A.M.

FILED
MAY 11 8 39 AM '74
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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



Robert H. Reed

Robert H. Reed

Secretary of State

G. A. Biddle

Asst Secretary of State