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Amendment
Filed 6-5-87

4pgs.

Charter # Only

815208

VALIDATION ONLY

06/23/87 00054 004
FOREIG AMENDMENTS
AMENDMENT 10.00
TOTAL 10.00

Requestor's Name
HOPPING BOYD GREEN & SAMS

Address
FOR PRENTICE HALL CORPORATE SERVICES
420 FIRST FLORIDA BANK BLDG.

City	State	ZIP	Phone #
TALLAHASSEE	FL	32314	222-7500

Juli Kohler Burch

CORPORATION(S) NAME

MARRIOTT CORPORATION

FILED
JUN 3 10 09 AM '87
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

( ) PROFIT
( ) NON-PROFIT (X) AMENDMENT ( ) MERGER

( ) FOREIGN ( ) DISSOLUTION ( ) MARK

( ) LIMITED PARTNERSHIP ( ) ANNUAL REPORT ( ) RESERVATION
( ) REINSTATEMENT ( ) OTHER

( ) CERTIFIED COPY ( ) PHOTO COPIES ( ) CERTIFICATE UNDER SEAL

(X) WALK IN ( ) WILL WAIT (X) PICK UP ( ) MAIL OUT (X) CALL if problem ( ) AFTER 4:30

Name Availability	6-5-87
Document Examiner	DC
Updater	DC
Updater Verifyer	DC
Acknowledgment	DC
W.P. Verifyer	DC

WILL PICK UP BY

6/5 2:30

Amend

C. TAX
FILING 10.00
R. AGENT FEE
C. COPY
TOTAL 10.00
N. BANK
BALANCE DUE
REFUND

CORP. 103 (8/82)

State of Delaware

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF MARRIOTT CORPORATION FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 1987, AT 2 O'CLOCK P.M.

! ! ! ! ! ! ! ! ! !

FILED
JUN 5 10 09 AM '87
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michael Harkins, Secretary of State

AUTHENTICATION: 11231191

DATE: 05/11/1987

877128090

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

MARRIOTT CORPORATION

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 adding Article SIXTEENTH as follows:

> SIXTEENTH. No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages, for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

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 Delaware General Corporation Law.

Signed and attested to on the 8th day of May, 1987.

MARRIOTT CORPORATION

By: [signature]
Vice President

ATTEST:

William O. Clafe [signature]
Secretary