

815208

700002554007--4

Amendment
Filed 6-5-87

4pgs.

Charter / Only

815208

VALIDATION ONLY

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

06/23/87 00054 004
FOREIGN AMENDMENTS
AMENDMENT 10.00
=====

TOTAL 10.00

FILED
JUN 23 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 () AFTER 4:30
if problem

Name	115-87
Availability	
Document	
Examiner	DC
Updater	DC
Updater	DC
Verifier	DC
Acknowledgment	DC
W.P. Verifier	DC

CORP. 103 (8/82)

WILL PICK UP BY

6/5 2:30

Amend

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

State of Delaware

PAGE 1

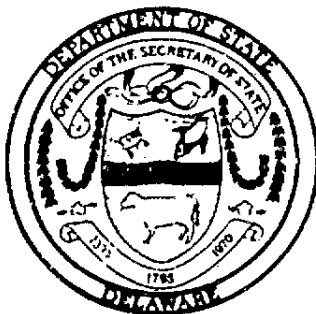


Office of Secretary of State

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.

1 1 1 1 1 1 1 1 1 1

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



877128090

A handwritten signature of Michael Harkins.
Michael Harkins, Secretary of State

AUTHENTICATION: 11231191

DATE: 05/11/1987

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:

Stanley D. Allen
Vice President

ATTEST:

William O. Caffey
Secretary