

815208

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002731874--6

-01/06/99--01051--003

*****35.00 *****35.00

HOST MARCIOT CORPORATION

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☒ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other ucc Filing

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☐ Fic. Name

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JEFFREY D. BUTTERFIELD

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HOGAN & HARTSON L.L.P.

M E M O R A N D U M

December 30, 1998

TO: The Appropriate Filing Authority

FROM: Paul D. Manca, Esq.
Hogan & Hartson L.L.P.

RE: **Filings on Behalf of:**
Host Marriott Corporation (a Delaware corporation) and
HMC Merger Corporation (a Maryland corporation)

Attached to this memorandum are filings on behalf of Host Marriott Corporation, a Delaware corporation ("old Host") and HMC Merger Corporation, a Maryland corporation ("new Host"), as their names currently appear on your records, both of which are currently qualified in this jurisdiction as foreign corporations.

On December 29, 1998, old Host reincorporated from the State of Delaware to the State of Maryland by merging with and into new Host, one of its wholly-owned subsidiaries at that time. New Host is the surviving corporation in the merger with old Host's existence having been terminated in the merger. As part of the merger, new Host was renamed "Host Marriott Corporation," the name previously used by old Host.

The attached documents are being presented for filing in this jurisdiction to reflect the following events:

1. The merger of old Host (a Delaware corporation) into new Host (a Maryland corporation), which resulted in new Host as the surviving corporation and the termination of old Host's existence; and
2. New Host's name change, as part of the merger, from "HMC Merger Corporation" to "Host Marriott Corporation" (which name should become available upon proper notification by means of filing of the attached documents that old Host, which had been using the name up until the merger, was merged out of existence).

Please accept for filing on behalf of old Host and new Host the attached documents to reflect the actions described above. If you have any questions or problems with respect to the attached documents or the actions described in this memorandum, please call me at (202) 637-5821.

Attachments

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Host Marriott Corporation

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

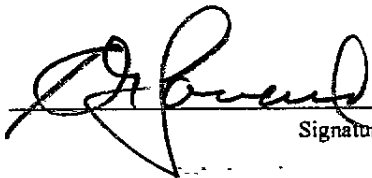
10400 Fernwood Road

(Mailing Address)

Bethesda, MD 20817

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Secretary

Title

Christopher G. Townsend

Typed or printed name

December 30, 1998

Date