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ACCOUNT NO. : 072100000032
REFERENCE : 111641 4380061
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 122.50

FILED
01 APR 11 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 10, 2001

ORDER TIME : 12:43 PM

500003992445--6

ORDER NO. : 111641-005

CUSTOMER NO: 4380061

CUSTOMER: Mr. Jeff B. Stant - #52.862
Marriott International, Inc.
10400 Fernwood Road

Bethesda, MD 20817

FOREIGN FILINGS

5

NAME: MARRIOTT DISTRIBUTION HOLDING
COMPANY

RECEIVED
01 APR 11 PM 1:43
DIVISION OF CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY **QUANTITY OF 3 C/C'S****
XX - CERTIFICATE OF GOOD STANDING ***QUANTITY OF 3 G/S'S****

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

hkr 4/11

111641

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

FILED
JAN 11 PM 2:35
TALLAHASSEE
STATE OF FLORIDA

1. MARRIOTT DISTRIBUTION HOLDING CO.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 52-2175014

(FEI number, if applicable)

4. 6/4/99

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. DEPT. 924.13, 10400 FERNWOOD RD., BETHESDA, MD 20817

(Current mailing address)

8. SOLE MEMBER OF SC ORLANDO LLC

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

Name: ~~Corporate XXX XXXXXX Company~~

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. THE PRENTICE-HALL CORPORATION SYSTEM, INC.

~~Corporate XXXXXX XXXXXX Company~~

By: Lynette Coleman

(Registered agent's signature)

Lynette Coleman
as its agent

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

JEFF B. STANT, ASSISTANT SECRETARY

(Typed or printed name and capacity of person signing application)

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01

04/10/2001

Page Number: 1

20. Tax - Annual Report
021 - Marriott Distribution Holding Co.

Business Address: 10400 Fernwood Road
Bethesda MD 20817

Federal ID: 52-2175014
State of Incorporation: Delaware - 06/04/1999

Officers

President	McCarten, William W. 2008 Roundhouse Road Vienna VA 22181 214-48-8309
Vice President	Pulse, M. Lester, Jr. 11202 Farmland Drive Rockville MD 20852 262-08-9349
Treasurer	Handlon, Carolyn Burris 1215 Potomac School Road McLean VA 22101 228-96-8363
Director	Ryan, John Joseph 10836 Alloway Drive Potomac MD 20854 539-38-7499 Sorenson, Arne Morris 5810 Warwick Place Chevy Chase MD 20815 470-68-2682
Secretary	Ingalls, Dorothy M. 11821 Hunting Ridge Court Potomac MD 20854 507-94-5307
Assistant Secretary	Benz, Nancy L. 9132 Willowgate Lane Bethesda MD 20817 577-66-6945 Stant, Jefferson B. 717 N. Oakland Street Arlington VA 22203 227-56-4274

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARRIOTT DISTRIBUTION HOLDING CO." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF APRIL, A.D. 2001.

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01 APR 11 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3051874 .8300

010175420

AUTHENTICATION: 1074612

DATE: 04-10-01