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DEPARTMENT OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

BK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032

REFERENCE : 456750 4380061

AUTHORIZATION :

COST LIMIT :

Patricia Pigato

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 24, 2004

ORDER TIME : 10:39 AM

ORDER NO. : 456750-010

CUSTOMER NO: 4380061

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

Bethesda, MD 20817

FOREIGN FILINGS

NAME: MARRIOTT OVERSEAS OWNERS
SERVICES CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER: _____

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

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1. MARRIOTT OVERSEAS OWNERS SERVICES CORPORATION

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE 3. 52-1999717
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/21/96 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. DEPT. 924.13, 10400 FERNWOOD ROAD, BETHESDA, MD 20817
(Principal office address)

(Current mailing address)

8. CORPORATE TRUSTEE FOR FOREIGN PURCHASES OF TIMESHARES

(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: ~~XXXXXXXXXXXXXXXXXXXX~~

Office Address: 1201 Hays Street

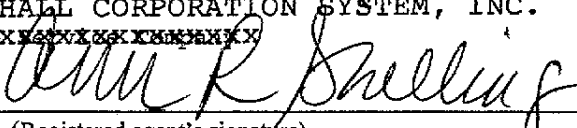
Tallahassee, Florida 32301
(City) (Zip code)

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.

~~XXXXXXXXXXXXXXXXXXXX~~


(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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 Director or Officer listed in number 12 of the application)

14. JEFF B. STANT, ASSISTANT SECRETARY

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

2/23/2004

Page Number: 1

4. Director/Officer Listing by Entity Domestic Entities

Entity ID: 4780 - Marriott Overseas Owners Services Corporation

<u>Title</u>	<u>Name</u>
President	Brandau, Judy K.
Vice President	Green, Michael J.
	Kimball, Kevin M.
	Mattei, Andrea M.
	Phillips, William T.
	Pulse, M. Lester, Jr.
	Scalo, Joseph F.
	Watzka, Peter J.
Treasurer	Handlon, Carolyn Burris
Director	Kimball, Kevin M.
	Mattei, Andrea M.
	McCarthy, Robert J.
Secretary	Ingalls, Dorothy M.
Assistant Secretary	Benz, Nancy L.
	Cooper, Ward
	Mattei, Andrea M.
	Mincey, Kathryn C.
	Owens, Michael S.
	Pulse, M. Lester, Jr.
	Scalo, Joseph F.
	Stant, Jeff B.
	Thom, Michael P.
	Wood, Bradley R.
	Zanini, Daniel B.

Delaware

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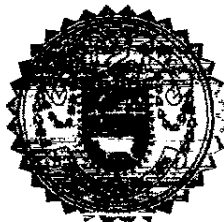
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARRIOTT OVERSEAS OWNERS SERVICES CORPORATION" 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 TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MARRIOTT OVERSEAS OWNERS SERVICES CORPORATION" WAS INCORPORATED ON THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2675165 8300

AUTHENTICATION: 2948567

040130691

DATE: 02-24-04