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ARTICLES OF INCORPORATION

OF**THE PAUL M. MARRIOTT FOUNDATION, INC.**

(A Corporation Not for Profit)

I, the undersigned, acting as incorporator of a corporation, being a natural person of the age of twenty-one years or more and a citizen of the United States, pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation:

ARTICLE I**NAME OF CORPORATION**

The name of the corporation shall be:

THE PAUL M. MARRIOTT FOUNDATION, INC.**ARTICLE II****DURATION**

The period of the duration of this corporation shall be perpetual, unless dissolved according to law. The effective date shall be the date of the filing with the Florida Secretary of State.

ARTICLE III**PURPOSES, POWERS & LIMITATIONS**

1. The corporation is organized on a non-stock basis exclusively for charitable, scientific, literary, religious, and educational purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and hereafter amended (the "Code"), and the corporation shall have such powers as are necessary or proper to accomplish such purposes.

2. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or (c) by a not for profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.

Prepared By: Charles E. Muller II File # 239356
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3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation's directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and contributions in furtherance of the purposes set forth in this article.

4. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

5. The corporation, during any period when it is a "private foundation" under Code Section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941(a), (2) retain any excess business holdings as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943(a), (3) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944 so as to give rise to any liability for the tax imposed by Code Section 4944, (4) make any taxable expenditures as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945(a), or (5) fail to distribute, for the purposes specified in these articles, for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942(a).

ARTICLE IV

MEMBERS

The corporation shall not have members.

ARTICLE V

BOARD OF DIRECTORS

1. The corporation shall be managed by the Board of Directors. This corporation shall have at least (3) directors who will be designated as a board of directors. The number of directors may be varied from time to time, in accordance with the bylaws, but there shall never be less than three (3).

2. The directors shall be elected and hold office in accordance with the bylaws.

3. The names and addresses of the persons who are to serve as the initial directors of the corporation are:

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NAME	ADDRESS
MARIA BROCKBANK	184 Park Drive Bal Harbour, Florida 33154
REBECCA MARRIOTT CHAMPION	5 Payday Drive Park City, Utah 84060
PAUL M. MARRIOTT	184 Park Drive Bal Harbour, Florida 33154

ARTICLE VI**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt organizations described in Code Sections 501(c)(3) and 170(c)(2) or corresponding sections of any future law, or to the federal, state, or local government for exclusively public purposes.

ARTICLE VII**INCORPORATOR**

The name and address of the incorporator is:

Charles E. Muller II, Esq.
9100 South Dadeland Blvd., Suite 1707
Miami, Florida 33156-7819

ARTICLE VIII**REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be at Suite 1707, 9100 S. Dadeland Boulevard, Miami, Florida 33156, and the name of its initial registered agent shall be Charles E. Muller II.

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ARTICLE IX**ADDRESS**

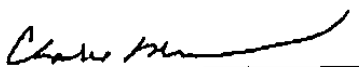
The address of the principal office of the corporation is 801 Brickell Avenue, 19th Floor, Miami, Florida 33131, and its mailing address is the same.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29 day of February, 1996.


CHARLES E. MULLER II, Incorporator

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as Registered Agent for The Paul M. Marriott Foundation, Inc. at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of law in relation thereto.


CHARLES E. MULLER II

PITMAN, Inc.

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