

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION

74628

Corp. ID. # 52-1481337

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

COURTYARD MANAGEMENT CORPORATION

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is *dlc* COURTYARD MANAGEMENT CORPORATION

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of DELAWARE

FOURTH: The date of its incorporation is 8/1/86 and the period of its duration is PERPETUAL

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 32 LOOCKERMAN SQUARE, SUITE L-100, DOVER, DE 19901

SIXTH: The address of its proposed registered office in Rhode Island is Suite 900, 170 Westminster Street, Providence 02903 and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.
The Prentice-Hall Corporation System, Inc.

By: _____
Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are
TO ACT AS MANAGER FOR COURTYARD by MARRIOTT HOTELS

AMBER
165070

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
SEE ATTACHED LIST	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	COMMON	N/A	NPV

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	COMMON	N/A	NPV

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 46,990,000.00.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 2,000,000.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 158,290,000.00

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 4,000,000.00

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated SEPTEMBER 7, 19 93

COURTYARD MANAGEMENT CORPORATION
[Exact Corporate Name of Corporation Making Application]

By *Michael J. Cotton*
Its VICE President
and *Jeff B. Stant*
Its ASST Secretary

STATE OF MARYLAND }
COUNTY OF MONTGOMERY } Sc.

At BETHESDA in said County on the 7th day
of SEPTEMBER 1993, before me personally appeared
JEFF B. STANT, who being by me first duly sworn, declared that
he is the ASSISTANT SECRETARY of COURTYARD MANAGEMENT CORPORATION
that he signed the foregoing document as such ASSISTANT SECRETARY of the
corporation, and that the statements therein contained are true.

Lynda B. Gorewitz
Notary Public

(NOTARIAL SEAL)

LYNDA B. GOREWITZ
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 26, 1995

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RECEIVED
SECRETARY OF STATE
SEP 14 11 39 AM '33

COURTYARD MANAGEMENT CORPORATION

OFFICERS:

President: William R. Tiefel
2426 Wyoming Avenue, NW
Washington, D.C. 20008
SS: 140-28-7045

Vice President: Sterling D. Colton
8005 Greentree Road
Bethesda, Maryland 20817
SS: 528-40-8242

Secretary: Joan Rector McGlockton
1409 Squaw Hill Lane
Silver Spring, Maryland
SS: 014-38-4177

Assistant Secretary: Jeff B. Stant
739 N. Oakland Street
Arlington, VA 22203
SS: 227-56-4274

Treasurer: Bruce Robertson
7525 Heatherton Lane
Potomac, Maryland 20854
SS: 083-40-9184

DIRECTORS:

J.W. Marriott, Jr.
7124 Natelli Woods lane
Bethesda, Maryland 20817
SS: 003-22-3995

Sterling D. Colton
8005 Greentree Road
Bethesda, Maryland 20817
SS: 528-40-8242

William R. Tiefel - Address Same As Above

BUSINESS ADDRESS:

10400 Fernwood Road
Bethesda, Maryland 20817

STATE OF INCORPORATION:

Delaware - August 1, 1986

FEDERAL ID. NO.:

52-1481337

September 8, 1993

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "COURTYARD MANAGEMENT CORPORATION" FILED IN THIS OFFICE ON THE FIRST DAY OF AUGUST, A.D. 1986, AT 9 O'CLOCK A.M.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: #4048346

DATE: 09/09/1993

CERTIFICATE OF INCORPORATION

OF

COURTYARD MANAGEMENT CORPORATION

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "corporation") is

COURTYARD MANAGEMENT CORPORATION

SECOND: The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 229 South State Street, City of Dover, County of Kent; and the name of the registered agent of the corporation in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The nature of the business and of the purposes to be conducted and promoted by the corporation, which shall be in addition to the authority of the corporation to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, is as follows:

To carry on and conduct a general food and beverage business; to operate in connection therewith facilities for the manufacture, productions, processing, storage, distribution, and sale of foods and beverages and any other related items; to sell at wholesale and retail; to operate such facilities on its own account, under management contracts with others, or under franchise, or in any other legitimate capacity; to engage in the business of providing and promoting entertainments, amusements, and other means of recreation.

To carry on and conduct a general hotel business; to operate in connection therewith hotels, motels, inns, taverns, and other places of lodging of every kind and description; and to provide and operate facilities necessary or desirable in connection therewith; and to operate such facilities on its own account, under management contracts with others, or under franchises, or in any other legitimate capacity.

To acquire, by purchase, exchange, lease, franchise, license, or any other lawful manner, and to build, own, operate, manage, sell, lease, mortgage, or otherwise dispose of, the facilities and properties which are, or may be, required in the conduct of such general food and beverage business and hotel business and all other businesses related thereto, also to purchase, acquire, own, hold, use, lease (either as lessor or lessee), rent, sublet, grant, sell, exchange, subdivide, mortgage, encumber, deed in trust, manage, improve, develop, maintain, construct, operate and generally deal in, any and all real estate, improved and unimproved, stores, office buildings, apartment houses, shopping centers, commercial buildings, restaurants, hotels, garages, warehouses, manufacturing plants, and other buildings of any kind or description, and any and all other property of every kind or description, real, personal, and mixed, and any interest or right therein, wheresoever situated.

To manufacture, purchase,, or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, lease, rent, transfer, or in any manner dispose of, and to deal and trade in, goods, wares, merchandise, including equipment, furniture and fixtures, and property of any and every class and description.

To acquire the good will, business, rights and property, franchises, and assets of every kind, with or without undertaking the whole or any part of the liabilities, of any person, firm, association, or corporation; and to acquire any property or business as a going concern or otherwise by (i) purchase of the assets thereof wholly or in part, (ii) by acquisition of the shares or any part thereof, or (iii) in any other manner; and to pay for the same in cash, the stock of this corporation, bonds, or otherwise; to hold, maintain and operate, or in any manner dispose of the whole or any part of the good will, business, rights, and property so ac-

quired; and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To apply for, purchase, or in any manner to acquire, and to hold, own, use and operate, and to sell, assign, transfer, or in any manner dispose of, and to grant licenses, franchises, or other rights in respect of, and in any manner deal with, any and all rights, trade and service marks, systems, inventions, improvements, and processes used in connection with or secured under letters patent or copy-rights of the United States or other countries, or otherwise, and to work, operate, or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations of this State or any other state, country, nation, or government and while owner of said stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do, and to promote or to aid in any manner, financially or otherwise, any corporation of which any shares of stock, bonds, notes, debentures, or other securities or evidences of indebtedness are held directly or indirectly by this corporation, and for this purpose to guarantee the contracts, dividends, shares, bonds, notes, debentures, and other obligations of such other corporations.

To issue bonds, debentures, or obligations from time to time for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust, or otherwise, including, but without limitation, bonds, debentures, and other obligations convertible into other securities of the corporation.

To act as a general partner, limited partner, or joint venturer of a partnership or joint venture that proposes to conduct a business that the corporation would engage in singly.

To conduct business in any of the States, territories, colonies, or dependencies of the United States, in the District of Columbia, and in any and all foreign countries, to have one or more offices therein, and therein to hold, purchase, mortgage, and convey real and personal property, without limit as to the amount.

To do any or all of the things herein set forth to the same extent as a natural person might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

To purchase, hold, and reissue any of the shares of its capital stock.

To exercise all powers enumerated in the General Corporation Law of Delaware; and, in addition, to exercise all powers granted by any other law or by this certificate of incorporation, together with any powers incidental thereto, so far as such powers are necessary or convenient to the conduct, promotion or attainment of the business or purposes set forth herein.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is One Hundred (100), all of which are without par value. All such shares are of one class and are Common Stock.

No holder of any of the shares of the stock of the corporation, whether now or hereafter authorized and issued, shall be entitled as of right to purchase or subscribe for (1) any unissued stock of any class, or (2) any additional shares of any class to be issued by reason of any increase of the authorized capital stock of the corporation of any class, or (3) bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation, or carrying any right to purchase stock of any class, but any such unissued stock or such additional authorized issue of any stock or of other securities convertible into stock, or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

FIFTH: The name and the mailing address of the incorporator are as follows:

NAME

MAILING ADDRESS

J. A. Kent

229 South State Street, Dover, Delaware

SIXTH: The corporation is to have perpetual existence.

SEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

EIGHTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-Laws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were

ARTICLE IV

CORPORATE SEAL

The corporate seal shall be in such form as the Board of Directors shall prescribe.

ARTICLE V

FISCAL YEAR

The fiscal year of the corporation shall end on the Friday closest to December thirty-first.

ARTICLE VI

CONTROL OVER BY-LAWS

Subject to the provisions of the certificate of incorporation and the provisions of the General Corporation Law, the power to amend, alter or repeal these By-Laws and to adopt new By-Laws may be exercised by the Board of Directors.

I HEREBY CERTIFY that the foregoing is a full, true and correct copy of the By-Laws of COURTYARD MANAGEMENT CORPORATION, a Delaware corporation, as in effect on the date hereof.

WITNESS my hand and the seal of the corporation.

Dated:

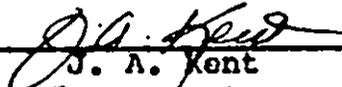
Secretary of
COURTYARD MANAGEMENT CORPORATION

(SEAL)

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 a 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.

ELEVENTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article ELEVENTH.

Signed on August 1, 1986.



J. A. Kent
Incorporator

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF CHANGE OF ADDRESS OF REGISTERED AGENT AS IT APPLIES TO "COURTYARD MANAGEMENT CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1989, AT 4:30 O'CLOCK P.M.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *4048348

STATE OF DELAWARE - DIVISION OF CORPORATIONS
CHANGE OF ADDRESS FILING FOR
PRENTICE-HALL CORPORATION SYSTEM, INC. AS OF OCTOBER 27, 1989
** DOMESTIC **

D20X1805 10/28/89

2097521	MILSON CHEVROLET, INC.	07/29/1986	0	DE
2097538	J.A.D. ENTERPRISES, INC.	07/29/1986	0	DE
2097546	MARBO, INC.	07/29/1986	0	DE
2097558	EPIM MANAGEMENT CORP. USA	07/29/1986	0	DE
2097589	LONGMEADOW VENTURES, LTD.	07/30/1986	0	DE
2097590	GASOLINE ALLEY, INC.	07/30/1986	0	DE
2097593	FIRST ACTUARIAL CORPORATION	07/30/1986	0	DE
2097652	NBS ANSER, INC.	07/30/1986	0	DE
2097656	NBS SOUTHERN, INC.	07/31/1986	0	DE
2097709	DBI HOLDINGS, INC.	07/31/1986	0	DE
2097731	EDUCATION SYSTEMS OF AMERICA, INC.	08/01/1986	0	DE
2097833	RA INTERNAL HOLDING, CORP.	08/01/1986	0	DE
2097846	POKEY, INC.	08/01/1986	0	DE
2097852	COGEN MANAGEMENT, INC.	08/01/1986	0	DE
2097862	CATERMAR USA, INC.	08/01/1986	0	DE
2097863	CAPITAL VENTURES INC.	08/01/1986	0	DE
2097870	INVIDEO OF AMERICA, INC.	08/01/1986	0	DE
2097873	COURTYARD MANAGEMENT CORPORATION	08/01/1986	0	DE
2097924	URD RESTAURANT CORPORATION	08/04/1986	0	DE
2097927	THE BRITISH AMERICAN CENTRE, INC.	08/04/1986	0	DE
2097935	MORTGAGE REALTY RESIDUALS, INC.	08/04/1986	0	DE
2097998	THE DH GROUP, INC.	08/04/1986	0	DE
2098023	K. & V. CHARTERS LTD.	08/05/1986	0	DE
2098106	MGT TECHNOLOGY GROUP INC.	08/05/1986	0	DE
2098132	THE PEARL, INC.	08/05/1986	0	DE
2098149	4 CAV COMPANY, INC.	08/05/1986	0	DE
2098151	AARDELITE U.S.A., INC.	08/05/1986	0	DE
2098168	GATOR BROADCASTING CORPORATION	08/05/1986	0	DE
2098275	GOLDMAN SACHS REALTY (ILLINOIS) INC.	08/06/1986	0	DE
2098320	AL SPAR MILLINERY & ACCESSORIES BUYING CORP.	08/07/1986	0	DE
2098324	SHALLBONE HOLDINGS CO., INC.	08/07/1986	0	DE
2098351	SECURMARK USA, INC.	08/07/1986	0	DE
2098418	FRECON, INC.	08/08/1986	0	DE
2098421	SLEEPY HOLLOW BROKERAGE COMPANY	08/08/1986	0	DE
2098422	CARLTON ISLAND BROKERAGE COMPANY	08/08/1986	0	DE
2098480	FLORIDA FED CAPITAL CORPORATION	08/08/1986	0	DE
2098540	AQUA GUARD, INC.	08/11/1986	0	DE
2098549	THE INTERMED GROUP, INC.	08/11/1986	0	DE
2098586	EMPIRE CAPITAL GROUP, INC.	08/11/1986	0	DE
2098621	DSL HEALTH INC.	08/12/1986	0	DE
2098633	RICARDO BERNARDI INC.	08/12/1986	0	DE
2098649	LONE STAR ELECTRONICS, INC.	08/12/1986	0	DE
2098651	VG&M CORP.	08/12/1986	0	DE
2098720	K. G. INVESTMENTS INC.	08/12/1986	0	DE
2098722	GRAKOR INTERNATIONAL LTD.	08/12/1986	0	DE
2098794	AMERICAN RESTAURANT GROUP, INC.	08/13/1986	0	DE