

08-07-1998

MND
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100787709

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

08/06/1998 SSMITH 00000055 1094809

Q1 FC:481
Q2 FC:482

40.00 OP
225.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet (Information) to
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
REEL: 1763 FRAME: 0659

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1094809"/>	<input type="text" value="1303267"/>	<input type="text" value="1186206"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="0904461"/>	<input type="text" value="1391907"/>	<input type="text" value="1116228"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1670390"/>	<input type="text" value="1290420"/>	<input type="text" value="1087516"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Barbara Arnold

Name of Person Signing

Barbara Arnold

Signature

8/5/98

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

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DBA/AKA/TA

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Corporation Association

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Trademark Application Number(s)

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Registration Number(s)

1669585	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>
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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

DOUBLETREE, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is Doubletree, Inc. The Corporation was originally incorporated under the name Doubletree Inns, Inc., and the original certificate of incorporation was filed with the Secretary of State of the State of Delaware on July 8, 1969. The Corporation previously filed a Certificate of Amendment on September 26, 1973.

2. Pursuant to Sections 242 and 228 of the General Corporation Law of the State of Delaware, this Certificate of Amendment further amends the provisions of the Certificate of Incorporation of the Corporation.

3. That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and written notice of the adoption of the amendment has been given as provided in Section 228 of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

4. The text of the Certificate of Incorporation of the Corporation is hereby amended as follows:


FIRST: the Section thereof numbered FIRST shall be and read "The name of the corporation is **DOUBLETREE OF PHOENIX, INC.**"

MAY 19 '94 8:06 FROM KANNER 212 259 7302
MAY 18 '94 21:35 FROM KANNER 212 259 7302

PAGE.003
PAGE.006

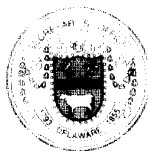
**IN WITNESS WHEREOF, said DOUBLETREE, INC. has caused this
Certificate of Amendment to be signed by Ronald C. Brown, its Chairman, Chief
Executive Officer and Secretary this 18th day of May, 1994.**

DOUBLETREE, INC.

By 
**Ronald C. Brown
Chairman, Chief Executive
Officer and Secretary**

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DOUBLETREE, INC.", CHANGING ITS NAME FROM "DOUBLETREE, INC." TO "DOUBLETREE OF PHOENIX, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MAY, A.D. 1994, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION. 9221405

DATE: 07-28-98
TRADEMARK

REEL: 1763 FRAME: 0664

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RECORDED: 08/06/1998