

02-11-1999



To the Honorable Commissioner of Patents and Trademarks. Plea

100964123

/ thereof.

1. Name of conveying party(ies):

Rosewood Hotels & Resorts, Inc.

2-8-99

- Individual(s)
- General Partnership
- Corporation-State - Texas
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: _____
- Merger
- Change of Name

Execution Date: October 17, 1997

Effective Date: October 17, 1997

2. Name and address of receiving party(ies):

Name: Rosewood Hotel & Resorts, L.L.C.

Internal Address: 500 Crescent Court

Street Address: 500 Crescent Court, Suite 300

City Dallas State TX ZIP 75201

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____

Other Limited Liability Company organized under the laws of the State of Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment).

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

02/10/1999 SBURNS 00000108 1551451

01 FC:481
02 FC:482

40.00 OP
75.00 OP

B. Trademark registration No.(s)

1,551,451
1,866,102
1,933,389
1,954,792

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Philip G. Meyers

Internal Address: Suite 2900

Street Address: Gardere & Wynne, L.L.P.
1601 Elm Street, Suite 3000

City Dallas State TX ZIP 75201

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$115

Enclosed

Authorized to be charged to deposit account.

8. Deposit account number: 070153

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Philip G. Meyers
Name of Person Signing

Signature

2/3/99
Date

Total number of pages including cover sheet, attachments, and document: 10

State of Delaware

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"ROSEWOOD HOTELS AND RESORTS, INC.", A TEXAS CORPORATION, WITH AND INTO "ROSEWOOD HOTELS AND RESORTS, L.L.C." UNDER THE NAME OF "ROSEWOOD HOTELS AND RESORTS, L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF OCTOBER, A.D. 1997, AT 2 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2807010 8100M
971351311

AUTHENTICATION: 8708626
DATE: 10-17-97

CERTIFICATE OF MERGER

**ROSEWOOD HOTELS AND RESORTS, INC.
(a Texas Corporation)**

WITH AND INTO

**ROSEWOOD HOTELS AND RESORTS, L.L.C.
(a Delaware Limited Liability Company)**

The undersigned entities organized and existing under and by virtue of the laws of their respective jurisdictions, do hereby certify:

FIRST: That the name and state of incorporation of each of the constituents of the merger is as follows:

<u>NAME</u>	<u>STATE OF ORGANIZATION</u>
Rosewood Hotels and Resorts, Inc.	Texas
Rosewood Hotels and Resorts, L.L.C.	Delaware

SECOND: That a Plan and Agreement of Merger between the parties has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 18-209 of the Limited Liability Company Act of the State of Delaware.

THIRD: That Rosewood Hotels and Resorts, L.L.C., a Delaware limited liability company, shall be the surviving entity.

FOURTH: That the executed Plan and Agreement of Merger is on file at the principal place of business of the surviving entity. The address of the principal place of business of the surviving entity is 100 Crescent Court, Suite 1700, Dallas, Texas 75201.

FIFTH: That a copy of the Plan and Agreement of Merger will be furnished by the surviving entity, on request and without cost, to any stockholder or member of any constituent entity.

SIXTH: The merger shall become effective on October 20, 1997, at 9:00 a.m.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the 17th day of October, 1997.

ROSEWOOD HOTELS AND RESORTS, INC.
(a Texas corporation)

By: *Dennis James*
Dennis James
Vice President

ROSEWOOD HOTELS AND RESORTS, L.L.C.
(a Delaware limited liability company)

By: *C. Jedson Nau*
C. Jedson Nau
Manager

MANAGER'S CERTIFICATE
OF
ROSEWOOD HOTELS AND RESORTS, L.L.C.
(a Delaware Limited Liability Company)

The undersigned sole manager of Rosewood Hotels and Resorts, L.L.C., a limited liability company duly organized and existing under the laws of the State of Delaware, does hereby certify:

1. That it is the sole manager of Rosewood Hotels and Resorts, L.L.C., a Delaware limited liability company.

2. The total number of outstanding membership interests of this limited liability company entitled to vote on the merger is as follows:

<u>Class</u>	<u>Total number of shares</u>
Limited liability company membership interests	<u>entitled to vote</u>
	1,000

3. That the principal terms of the agreement of merger in the form attached hereto as Exhibit A were approved by the sole member of this limited liability company by a vote of the number of membership interests which equaled or exceeded the vote required to approve said agreement of merger.

4. That the membership interests entitled to vote and the minimum percentage vote of such interests is as follows:

<u>Class</u>	<u>Minimum percentage vote</u>
Limited liability company membership interests.	<u>required to approve the</u>
	<u>merger</u>
	More than 50 percent

The undersigned declares under the penalty of perjury that the statements contained in the foregoing certificate are true to its knowledge.

Executed on this 17th day of October, 1997.

SOLE MANAGER:



C. Jedson Nau, Manager

PLAN AND AGREEMENT OF MERGER
BETWEEN
ROSEWOOD HOTELS AND RESORTS, L.L.C.
(A Delaware Limited Liability Company)
AND
ROSEWOOD HOTELS AND RESORTS, INC.
(A Texas Corporation)

This Plan and Agreement of Merger made and entered into on the 17th day of October, 1997, by and between Rosewood Hotels and Resorts, L.L.C., a Delaware limited liability company ("Hotels and Resorts, L.L.C."), and Rosewood Hotels and Resorts, Inc., a Texas corporation ("Hotels and Resorts, Inc.").

WITNESSETH:

WHEREAS, Hotels and Resorts, L.L.C. is a limited liability company organized and existing under the laws of the State of Delaware; and

WHEREAS, Hotels and Resorts, Inc. is a corporation organized and existing under the laws of the State of Texas; and

WHEREAS, the managers of Hotels and Resorts, L.L.C. and the board of directors of Hotels and Resorts, Inc. deem it advisable that Hotels and Resorts, Inc. be merged into Hotels and Resorts, L.L.C. on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and Texas respectively, which permit such merger; and have directed that this Plan and Agreement of Merger be submitted to their respective members and shareholders, as the case may be; and

WHEREAS, the sole member of Hotels and Resorts, L.L.C. and the sole shareholder of Hotels and Resorts, Inc. have each adopted this Plan and Agreement of Merger by written consent;

NOW THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, Hotels and Resorts, L.L.C. and Hotels and Resorts, Inc. have agreed and do hereby agree, each with the other, as follows:

ARTICLE I

Hotels and Resorts, Inc. and Hotels and Resorts, L.L.C. shall be merged into a single limited liability company, in accordance with applicable provisions of the laws of the State of Texas and of the State of Delaware, by Hotels and Resorts, Inc. merging into Hotels and Resorts, L.L.C., with Hotels and Resorts, L.L.C. being the surviving entity.

ARTICLE II

The merger will become effective on October 20, 1997, at 9:00 a.m. in accordance with the applicable laws of the State of Texas and of the State of Delaware (the "Effective Date"). On the Effective Date, the two constituents shall be a single limited liability company, which shall be Hotels and Resorts, L.L.C. as the surviving entity, and the separate existence of Hotels and Resorts, Inc. shall cease except to the extent provided by the laws of the State of Texas in the case of a corporation after its merger into a limited liability company.

ARTICLE III

The manner of converting the outstanding shares of each of the entities shall be as follows:

Each membership interest of Hotels and Resorts, L.L.C. issued and outstanding on the Effective Date shall remain issued and outstanding and shall be unaffected by the merger.

On the Effective Date, each share of Hotels and Resorts, Inc. shall be canceled, and each holder of such shares shall be entitled to receive no consideration therefor.

* * * * *

IN WITNESS WHEREOF, Hotels and Resorts, L.L.C. and Hotels and Resorts, Inc., pursuant to the approval and authority duly given by resolutions adopted by their respective board of directors have caused this Plan and Agreement of Merger to be executed by their respective Vice Presidents.

**ROSEWOOD HOTELS AND RESORTS, L.L.C.
(A Delaware Limited Liability Company)**

By: C. Jedson Nau
C. Jedson Nau
Manager

**ROSEWOOD HOTELS AND RESORTS, INC.
(A Texas Corporation)**

By: Dennis James
Dennis James
Vice President