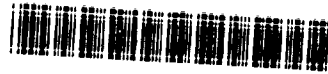


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Box ASSIGNMENTS

Hon. Commissioner of Patents and Trademark
Washington, DC 20231

MFD 3-1-99

Sir: Please record the attached original assignment, having the following particulars:

Attorney Docket: 0353-010T/MAG

Registration No.: 1,123,043

Registered: July 24, 1979

Mark: FRENCHMAN'S REEF

Assignor(s): FR Management Corporation (a Virginia corporation)

Assignee(s): Prime Hospitality Corp. (a Delaware corporation)

Address of assignee(s): 700 Route 46 East, P.O. Box 2700
Fairfield, New Jersey 07004

Nature of enclosed document: Certificate of Merger

Total number of applications/registrations involved: 1

Amount of fee enclosed: \$40.00
(Please charge any deficiency to deposit account No. 19-0748)

Date of execution of enclosure: May 13, 1997

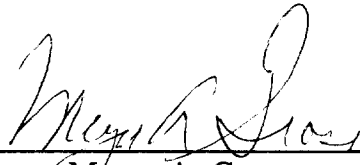
All correspondence, including *the recorded document should be sent to the address at the bottom .*

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.

Date: February 23, 1999

3/01/1999 SBURNS 00000087 1123043

01 FC:481 40.00 OP


Name: Meyer A. Gross
Reg. No.: 22,036

Total number of pages, including cover sheet, attachments, and document: 4

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 MERGER, WHICH MERGES:

"FR MANAGEMENT CORPORATION", A VIRGINIA CORPORATION,
WITH AND INTO "PRIME HOSPITALITY CORP." UNDER THE NAME OF
"PRIME HOSPITALITY CORP.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE NINETEENTH DAY OF MAY, A.D. 1997, AT 9
O'CLOCK A.M.



2068036 8100M

991058676

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9576283

DATE: 02-16-99

TRADEMARK
REEL: 1862 FRAME: 0380

CERTIFICATE OF MERGER

OF

FR MANAGEMENT CORPORATION
a Virginia corporation

INTO

PRIME HOSPITALITY CORP.
a Delaware corporation

Pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), Prime Hospitality Corp., a Delaware corporation, DOES HEREBY CERTIFY as follows:

1. The name and state of each of the constituent corporations are Prime Hospitality Corp., a Delaware corporation and FR Management Corporation, a Virginia corporation (collectively, the "Constituent Corporations").
2. A Plan and Agreement of Merger, dated May 12, 1997 (the "Agreement") among the Constituent Corporations has been approved, adopted, certified, executed and acknowledged in accordance with Section 252(c) of the DGCL.
3. The name of the surviving corporation is "Prime Hospitality Corp."
4. The Restated Certificate of Incorporation and Amendment to the Restated Certificate of Incorporation of Prime Hospitality Corp., a Delaware corporation which is surviving the merger, shall be the restated certificate of incorporation and amendment to the restated certificate of incorporation of the surviving corporation.
5. No amendment or change in the Restated Certificate of Incorporation or Amendment to the Restated Certificate of Incorporation of the surviving corporation is to be effected by the merger.
6. The executed Agreement is on file at the principal place of business of the surviving corporation, the address of which is 700 Route 46 East, Fairfield, New Jersey 07004.
7. A copy of the Agreement will be furnished on request and without cost, to any stockholder of any constituent corporation.

8. The authorized capital stock of the foreign corporation which is a party to the merger is as follows:

FR Management Corporation Common Stock 5,000 Shares \$1.00 par value

9. This Certificate of Merger shall be effective upon filing with the Secretary of the State of Delaware.

IN WITNESS WHEREOF, each of the undersigned companies has caused this Certificate to be executed by its officers thereunto duly authorized this 13th day of May, 1997.

PRIME HOSPITALITY CORP.

By: 
David A. Simon, President

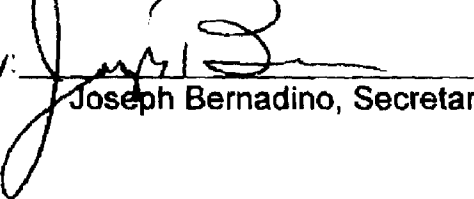
Attest:

By: 
Joseph Bernadino, Secretary

FR MANAGEMENT CORPORATION

By: 
David A. Simon, President

Attest:

By: 
Joseph Bernadino, Secretary

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