

04-23-1999



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Commissioner of
Patents and Trademarks
Washington DC 20231

CERTIFICATE OF MAILING

I hereby certify that this correspondence and any documents indicated as being enclosed therein are being deposited with United States Postal Service as first class mail in an envelope addressed to "Box Assignments, Commissioner of Patents and Trademarks, Washington DC 20231"

4/14/99
Date of Deposit

Ryan S. Neely

RECORDATION

FORM COVER SHEET TRADEMARKS ONLY

1. Name of Conveying Party(s): KSL La Quinta Corporation
Type of entity: Delaware Corporation
2. Name and Address of Receiving Party(s):
Name: KSL Desert Resorts, Inc.
Address: 56-140 PGA Blvd.
La Quinta, CA 92253
Type of entity: Delaware Corporation
3. Nature of Conveyance: Merger
Execution Date: 3/27/96
4. Application Number(s) and/or Registration Numbers: 74/628,719
5. Name and Address of Party to Whom Correspondence Concerning Document Should Be Mailed:
Peter F. Weinberg
Gibson, Dunn & Crutcher, LLP
1801 California, Suite 4100
Denver, CO 80202
6. Total Number of Applications and/or Registrations Involved: 1

66/5/99

7. Total Fee: \$40 Enclosed (Check No. 40622)

8. 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.

Dated: 4-13-99

Peter F. Weinberg, Reg. No. 40,866

Enclosed: Merger Documents (3 pages), Check No. 40622, postcard receipt
Atty. Docket: 50264-00061

EA991020.060/1+

04/23/1999 JSHABAZZ 00000035 74628719
01 FC:481 40.00

TRADEMARK
REEL: 1887 FRAME: 0405

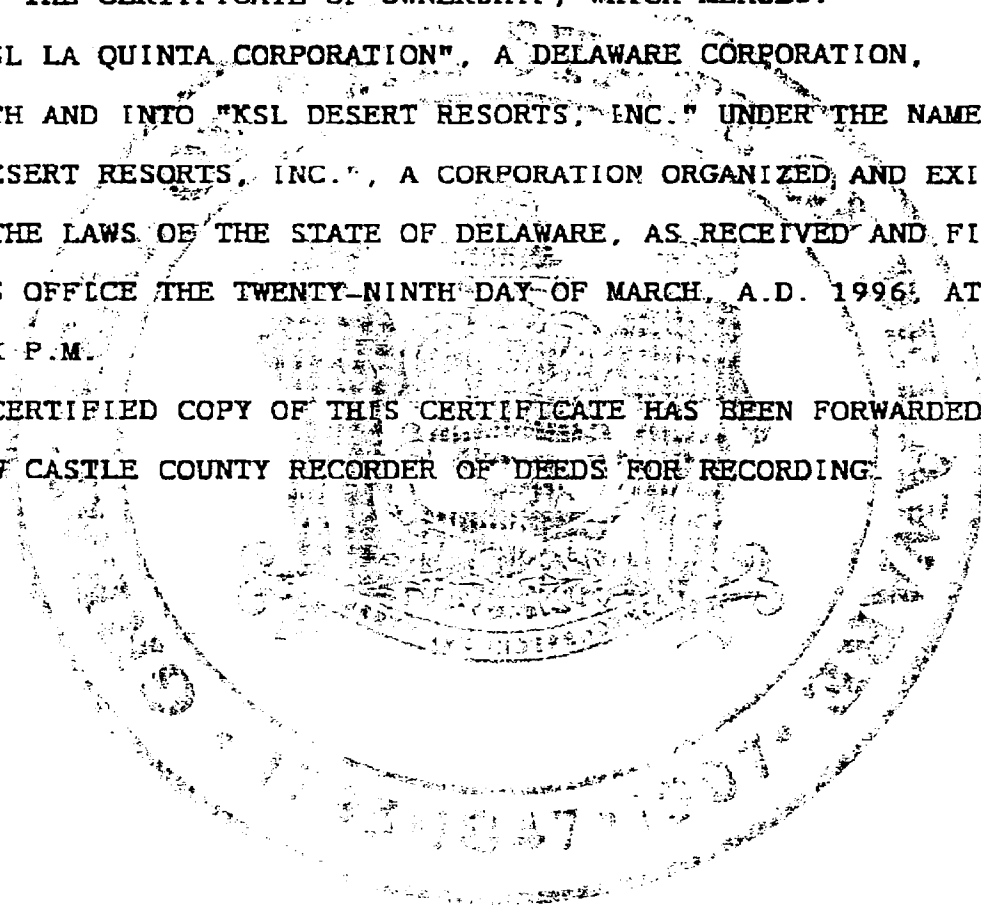
State of Delaware
Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"KSL LA QUINTA CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "KSL DESERT RESORTS, INC." UNDER THE NAME OF "KSL DESERT RESORTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MARCH, A.D. 1996, AT 6:02 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2604261 8100M

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AUTHENTICATION: 7889730

DATE: 04-01-96

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
KSL LA QUINTA CORPORATION
INTO
KSL DESERT RESORTS, INC.
(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)**

KSL Desert Resorts, Inc., a Delaware corporation (the Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of KSL La Quinta Corporation, a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 21 day of March, 1996, determined to merge into itself KSL La Quinta Corporation effective upon the later to occur of: (i) March 31, 1996; or (ii) the merger of KSL Financial I Corporation, a Delaware corporation and KSL La Quinta Hotel Corporation, a Delaware corporation, into KSL La Quinta Corporation, on the conditions set forth in such resolutions:

RESOLVED: That KSL Desert Resorts, Inc. merge into itself its subsidiary, KSL La Quinta Corporation, and assume all of said subsidiary's liabilities and obligations effective upon the later to occur of: (i) March 31, 1996, or (ii) the merger of KSL Financial I Corporation, a Delaware corporation, and KSL La Quinta Hotel Corporation, a Delaware corporation, into KSL La Quinta Corporation;

FURTHER RESOLVED: That the President and the Secretary of this Corporation be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge said KSL La Quinta Corporation effective upon the later to occur of: (i) March 31, 1996; or (ii) the merger of KSL Financial I Corporation, a Delaware corporation, and KSL La Quinta Hotel Corporation, a Delaware corporation, into KSL La Quinta Corporation, into this Corporation, and to assume said subsidiary's liabilities and obligations and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle.

60670081.LAI/TMC/K4985-010/03-22-96/tp

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 06:02 PM 03/29/1996
960093217 - 2604261

IN WITNESS WHEREOF, said KSL Desert Resorts, Inc. has caused this certificate to be signed by Michael S. Shannon, its authorized officer, this 27 day of March, 1996.
Nola S. Dyal

KSL DESERT RESORTS, INC.,
a Delaware corporation

By: Michael S. Shannon
Vice President

By: Nola S. Dyal
Secretary