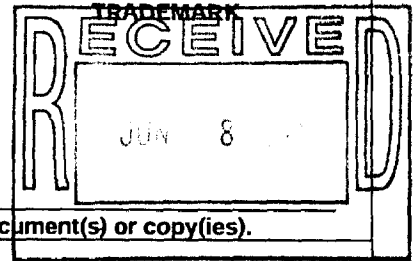


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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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 CTF Hotel Holdings, Inc.

12/21/1995

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other _____

Citizenship/State of Incorporation/Organization Ohio

Receiving Party

Mark if additional names of receiving parties attached

Name CTF Hotel Company

DBA/AKA/TA _____

Composed of _____

Address (line 1) 29800 Bainbridge Road

Address (line 2) _____

Address (line 3)

Solon
City

Ohio
State/Country

44139
Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

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.)

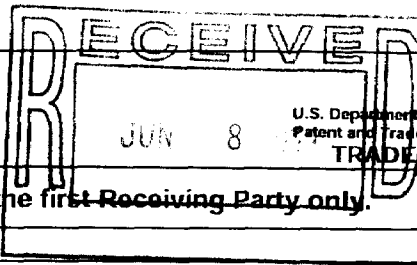
06/11/1999 DNGUYEN 00000092 131758 1742538

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 125.00 CH

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(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231



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

301-380-8560

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)

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,742,538"/>	<input type="text" value="1,646,385"/>	<input type="text"/>
<input type="text" value="1,756,283"/>	<input type="text" value="1,481,150"/>	<input type="text"/>
<input type="text" value="1,646,386"/>	<input type="text" value="1,157,610"/>	<input type="text"/>

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.

Julie Lockett

6/8/99

Name of Person Signing

Signature

Date Signed

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 AGREEMENT OF MERGER, WHICH MERGES:

"CTF HOTEL HOLDINGS, INC.", A OHIO CORPORATION,

WITH AND INTO "CTF HOTEL COMPANY" UNDER THE NAME OF "CTF HOTEL HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1995, AT 1:30 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2170760 8100M

950303574

AUTHENTICATION: 7765300

DATE: 12-22-95

TRADEMARK
REEL: 001911 FRAME: 0164

AGREEMENT AND PLAN OF MERGER
OF CTF HOTEL HOLDINGS, INC.,
AN OHIO CORPORATION
AND CTF HOTEL COMPANY
A DELAWARE CORPORATION

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is dated as of December 21, 1995, by and between CTF Hotel Holdings, Inc., an Ohio corporation ("CTF Inc.") and CTF Hotel Company, a Delaware corporation ("CTF Company"). CTF Inc. and CTF Company are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. CTF Company is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware and has an authorized capital of one thousand (1,000) shares, consisting of only one class of common stock with \$1.00 par value, all of which are issued and outstanding.

B. CTF Inc. is a corporation duly organized, validly existing and in good standing under the laws of the State of Ohio and has an authorized capital of one thousand (1,000) shares of common stock with a par value of one cent (\$0.01) per share, all of which are issued and outstanding.

C. The respective Boards of Directors and the respective sole stockholders of CTF Company and CTF Inc. have resolved to approve this Agreement and the transactions contemplated hereby.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, CTF Company and CTF Inc. hereby agree as follows:

I. EFFECTUATION OF MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Ohio General Corporation Law, CTF Inc. shall be merged with and into CTF Company (the "Merger"), the separate existence of CTF Inc. shall cease, and CTF Company shall be, and is herein sometimes referred to as, the "Surviving Corporation."

1.2 Effectiveness. The Merger shall occur as of December 29, 1995. In addition, the effectiveness of the Merger is subject to the following additional requirements:

(a) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware.

(b) An executed Certificate of Merger, together with an executed counterpart of this Agreement, meeting the requirements of the Ohio General Corporation Law shall have been filed with the Secretary of State of the State of Ohio.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Time."

1.3 Succession. At the Effective Time, the separate existence of CTF Inc. shall cease and CTF Company, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, privileges, powers and property as constituted immediately prior to the Effective Time, shall be subject to all actions previously taken by the CTF Inc. Board of Directors and shall succeed, without other transfer, to all of the assets, rights, powers and property of CTF Inc. in the manner of and as more fully set forth in Delaware General Corporation Law, and (ii) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Time, and shall succeed, without other transfer, to all of the debts, liabilities and obligations of CTF Inc. in the same manner as if CTF Company had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the Ohio General Corporation Law.

II. MANNER OF CONVERSION OF STOCK

2.1 CTF Inc. Common Stock. The shares of common stock, par value \$0.01 per share of CTF Inc. issued and outstanding immediately prior to the Effective Time shall remain outstanding and unchanged after the Merger as shares of the Surviving Corporation, which will thereafter constitute all of the issued and outstanding shares of capital stock of the Surviving Corporation.

2.2 CTF Company Common Stock. At the Effective Time, each share of common stock, \$1.00 par value, of CTF Company issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the holder of such shares or any other person, shall be canceled, retired and cease to exist, without any conversion thereof.

III. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

3.1 Articles of Incorporation. The Articles of Incorporation of CTF Company as in effect immediately prior to the Effective Time, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, except that at the Effective Time they shall be amended and restated in their entirety to read as set forth in Exhibit A attached hereto.

3.2 Bylaws. The Bylaws of CTF Company as in effect immediately prior to the Effective Date of Merger shall continue in full force and effect as the bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

3.3 Directors and Officers. The directors and officers of CTF Inc. immediately prior to the Effective Date of Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until otherwise as provided by law, the Articles of Incorporation or the Bylaws of the Surviving Corporation.

IV. MISCELLANEOUS

4.1 Registered Office. The registered office of the Surviving Corporation in the State of Ohio is 29800 Bainbridge Road, Solon, Ohio 44139.

4.2 Consent by CTF Company to Ohio Jurisdiction and Service of Process; Appointment of Agent. CTF Company hereby agrees that it may be served with process in the State of Ohio in any proceeding for enforcement of any obligation of CTF Inc., as well as for enforcement of any obligation of CTF Company arising from the Merger contemplated hereby, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the Ohio General Corporation Law, and irrevocably appoints the Secretary of State of the State of Ohio as its agent to accept service of process in any such suit or other proceedings. The Secretary of State may send copies of such process to CTF Company at the address set forth in Section 4.1 above.

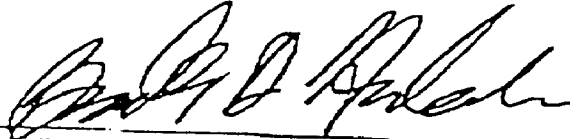
4.3 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 29800 Bainbridge Road, Solon, Ohio 44139, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

4.4 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware with respect to matters of corporate law, except to the extent that Ohio law mandatorily applies to the Merger.

4.5 Counterparts. In order to facilitate the filing and recording this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement having first been approved by resolution of the Boards of Directors of CTF Inc. and CTF Company, is hereby executed on behalf of each of such corporations and attested by their respective officers thereunto duly authorized.

CTF HOTEL HOLDINGS, INC.
an Ohio corporation



By: Bradley D. Hornbacher
Title: Assistant Secretary

ATTEST:



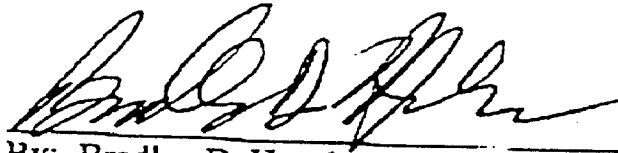
By: K. Daniel Heininger
Title: Vice President and Secretary

CTF HOTEL COMPANY
a Delaware corporation



By: K. Daniel Heininger
Title: Vice President and Secretary

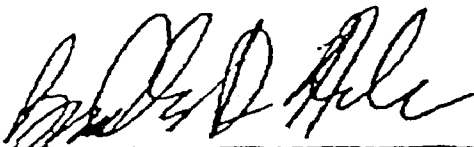
ATTEST:

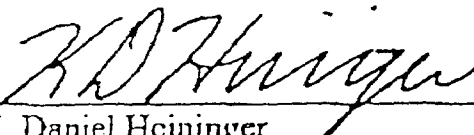


By: Bradley D. Hornbacher
Title: Assistant Secretary

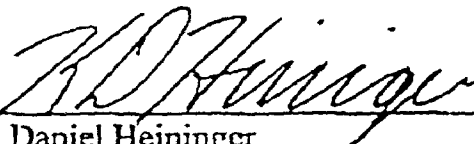
WITNESS, the signature of the undersigned this 21st day of December, 1995.

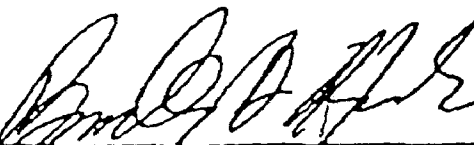
CTF HOTEL HOLDINGS, INC.,
an Ohio corporation

By: 
Bradley D. Hornbacher
Assistant Secretary

ATTEST: By: 
K. Daniel Heininger
Vice President and Secretary

CTF HOTEL COMPANY, a Delaware corporation

By: 
K. Daniel Heininger
Vice President and Secretary

ATTEST: By: 
Bradley D. Hornbacher
Assistant Secretary

adh/ctfcarl.mer

EXHIBIT A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
CTF HOTEL COMPANY

CTF Hotel Company, a Delaware corporation, incorporated on August 26, 1988, under the name of Stouffer Hotel Company hereby amends and restates its Certificate of Incorporation pursuant to Sections 242 & 245 of the Delaware Corporation Law.

FIRST. The name of this corporation shall be:

CTF HOTEL HOLDINGS, INC.

SECOND. Its registered office in the State of Delaware is to be located at 1209 Orange Street, in the City of Wilmington, County of New Castle 19805, and its registered agent at such address is THE CORPORATION TRUST COMPANY.

THIRD. The purpose or purposes of the corporation shall be: To own, lease, manage or operate hotels, restaurants and cocktail lounges; and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is: One Thousand (1,000) shares of common stock having a par value of One Cent (\$0.01) each.

FIFTH: The Board of Directors of the corporation shall have the power to adopt, amend or repeal the by-laws of the corporation.

IN WITNESS WHEREOF, the undersigned, being the Vice President of CTF HOTEL COMPANY, has executed, signed and acknowledged this amended and restated certificate of incorporation this 21st day of December, 1995.

CTF HOTEL COMPANY



K. Daniel Heining, Vice President