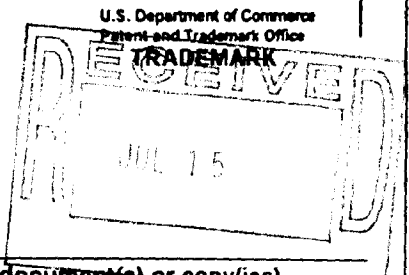


07-19-1999



101094232
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 **7-15-99**

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

Merger

Change of Name

Other

Effective Date
Month Day Year

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)

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

07/16/1999 DNGUYEN 00000149 7538933

FOR OFFICE USE ONLY

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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.

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Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001928 FRAME: 0306

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" value="75389333"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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

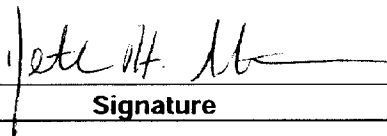
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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.

Beth H. Alter



7/12/99

Name of Person Signing

Signature

Date Signed

1000 NUB 02124906
ACCN. NO. - 13903110993
STARWOOD HOTELS & RESORTS WORLDWIDE, INC.

NO. 421 P. 3

12-21-97 12:35pm P. 2 of 3

3

02/02/98 AT 02:11 P.M.

198 2:11

STARWOOD LODGING CORPORATION

ARTICLES OF AMENDMENT

STARWOOD LODGING CORPORATION, a Maryland corporation (which is hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended as follows:

(a) Deleting Article First in its entirety and inserting in lieu thereof the following:

FIRST: The name of the Corporation ("Corporation") is: Starwood Hotels & Resorts Worldwide, Inc.

(b) Deleting Article Fifth in its entirety and inserting in lieu thereof the following:

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is three hundred live million (305,000,000) shares, consisting of (a) two hundred million (200,000,000) shares of common stock with a par value of \$0.01 per share, (b) fifty-five million (55,000,000) shares of preferred stock with a par value of \$0.01 per share, (c) forty million (40,000,000) shares of excess common stock with a par value of \$0.01 per share and (d) ten million (10,000,000) shares of excess preferred stock with a par value of \$0.01 per share. The preferred stock may be issued in such series and with such preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and redemption provisions, if any, as may be fixed by the Board of Directors. The excess common stock and the excess preferred stock shall have the rights provided in the NINTH Article hereof. The aggregate par value of all shares of stock which the Corporation has authority to issue is three million fifty thousand dollars (\$3,050,000).

SECOND: The amendment increases the authorized stock of the Corporation as follows:

(a) Immediately before the effectiveness of these Articles, the total number of shares of stock of all classes which the Corporation has authority to issue is 135,000,000 shares, consisting of: 100,000,000 shares of common stock (par value \$0.01 per share), 10,000,000 shares of preferred stock (par value \$0.01 per share), 20,000,000 shares of excess common stock (par value \$0.01 per share) and 5,000,000 excess preferred shares (par value \$0.01 per share). The aggregate par value of all the shares of stock of all classes of the Corporation is \$1,350,000.

(b) Upon effectiveness of these Articles, the total number of shares of stock of all classes which the Corporation has authority to issue is 305,000,000 shares, consisting of 200,000,000

I hereby certify that this is a true and correct copy of the 3
page document of this corporation as of July 1, 1999
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
Parla A. Bonner, Custodi

To: Janet Brown

From: L22

12-29-97 12:13pm p. 3 of 3

shares of common stock with a par value of \$0.01 per share, 35,000,000 shares of preferred stock with a par value of \$0.01 per share, 40,000,000 shares of excess common stock with a par value of \$0.01 per share and 10,000,000 shares of excess preferred stock with a par value of \$0.01 per share. Upon effectiveness of these Articles, the aggregate par value of all shares of stock which the Corporation has authority to issue is \$3,050,000.

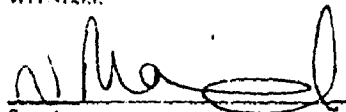
THIRD: The information required by Section 2-607(b)(2) of the Corporations and Associations Article of the Annotated Code of Maryland is not changed by this amendment.

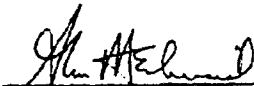
FOURTH: The foregoing amendment to the Charter of the Corporation has been advised by the Board of Directors and approved by the stockholders of the Corporation as required by law.

IN WITNESS WHEREOF, Starwood Lodging Corporation has caused these presents to be signed in its name and on its behalf by its Vice President and witnessed by its Secretary on January __, 1997.


WITNESS:

Starwood Lodging Corporation


Secretary

By: 

THE UNDERSIGNED, Vice President of Starwood Lodging Corporation, who executed on behalf of the Corporation the foregoing Articles of Amendment of which this certificate is made a part, hereby acknowledges the foregoing Articles of Amendment to be the corporate act of said Corporation and as to all matters of facts required to be verified under oath, ~~the undersigned~~ acknowledges to the best of his knowledge, information, and belief, these matters and facts are true in all material respects and that this statement is made under penalties for perjury.



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