

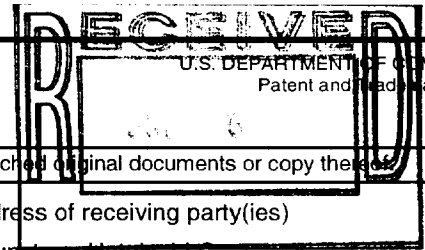
MRD 7-26-99

07-29-1999



101104992

ORDINATION COVER SHEET
TRADEMARKS ONLY



Documents and Trademarks: Please record the attached original documents or copy them.

1. Name of conveying party(ies):
The Kahler Corporation

MRD
7-26-99

- Individual(s)
- General Partnership
- Corporation-State
- Other _____

- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Sunstone Hotels, LLC

Internal Address: _____

Street Address: 903 Calle Amanecer

City: San Clemente State: California ZIP: 92673-6212

- Individual(s) _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Delaware Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)

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

3. Nature of conveyance:

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

Execution Date: October 13, 1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
927,020

Additional numbers attached? Yes No

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

Name: Jamie Nafziger

Internal Address: Dorsey & Whitney LLP

Street Address: 220 South Sixth Street

City: Minneapolis State: MN ZIP: 55402

6. Total Number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41). \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:
04-1420

(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.

Jamie Nafziger
Name of person Signing

Jamie Nafziger
Signature

7/26/99
Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

07/26/1999 NTHA11 00000229 927020

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Do not detach this portion

Documents to be recorded with required cover sheet information to:

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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:

- "BOISE PARK HOTEL CORPORATION", A IDAHO CORPORATION, ✓
- "CREEK ROAD, INC.", A IDAHO CORPORATION,
- ✓ "THE KAHLER CORPORATION", A MINNESOTA CORPORATION,
- "KAHLER DEVELOPMENT CORPORATION", A MINNESOTA CORPORATION,
- ✓ "KAHLER MANAGEMENT CORPORATION", A MINNESOTA CORPORATION,
- "KAHLER PACATELLO, INC.", A IDAHO CORPORATION,
- "KAHLER TWIN FALLS, INC.", A IDAHO CORPORATION,

WITH AND INTO "SUNSTONE HOTELS, LLC" UNDER THE NAME OF "SUNSTONE HOTELS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF OCTOBER, A.D. 1997, AT 9:16 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2804837 8100M

981016453

AUTHENTICATION: 8865980

DATE: 01-14-98

CERTIFICATE OF MERGER

OF

BOISE PARK HOTEL CORPORATION,
an Idaho corporation;

CREEK ROAD, INC.,
an Idaho corporation;

KAHLER DEVELOPMENT CORPORATION,
a Minnesota corporation;

KAHLER MANAGEMENT CORPORATION,
a Minnesota corporation;

KAHLER POCA TELLO, INC.
an Idaho corporation;

KAHLER TWIN FALLS, INC.,
an Idaho corporation;

AND

THE KAHLER CORPORATION,
a Minnesota corporation

WITH AND INTO

SUNSTONE HOTELS, LLC,
A Delaware limited liability company

It is hereby certified that:

1. The constituent parties participating in the merger herein certified are:
 - (i) Boise Park Hotel Corporation, an Idaho corporation ("Boise Park");
 - (ii) Creek Road, Inc., an Idaho corporation ("Creek Road");
 - (iii) Kahler Development Corporation, a Minnesota corporation ("Kahler Development");
 - (iv) Kahler Management Corporation, a Minnesota corporation ("Kahler Management");

- (v) Kahler Pocatello, Inc., an Idaho corporation ("Kahler Pocatello");
- (vi) Kahler Twin Falls, Inc., an Idaho corporation ("Kahler Twin Falls");
- (vii) The Kahler Corporation, a Minnesota corporation ("TKC"); and
- (viii) Sunstone Hotels, LLC, a Delaware limited liability company ("Sunstone").

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by Sunstone in accordance with the provisions of subsection (b) of Section 18-209 of the Delaware Limited Liability Act, and by Boise Park, Creek Road, Kahler Development, Kahler Management, Kahler Pocatello, Kahler Twin Falls, and TKC, each in accordance with the laws of the State of its incorporation.

3. Sunstone is surviving party in the merger and it will continue its existence as a limited liability company under its present name.

4. The executed Agreement of Merger between the aforesaid constituent parties is on file at the principal place of business of Sunstone, the address of which is as follows:

115 Calle de Industrias, Suite 201
 San Clemente, California 92672

5. A copy of the Agreement of Merger will be furnished by Sunstone, on request, and without cost, to any stockholder of Boise Park, Creek Road, Kahler Development, Kahler Management, Kahler Pocatello, Kahler Twin Falls, and TKC, and to any member of Sunstone.

Executed on this 13th day of October, 1997.

BOISE PARK HOTEL CORPORATION,
 an Idaho corporation

By: Thomas J. O'Leary
 Thomas J. O'Leary, President

By: Steven R. Stenhaug
 Steven R. Stenhaug, Secretary

CREEK ROAD, INC.,
an Idaho corporation

By: Thomas J. O'Leary
Thomas J. O'Leary, President

By: Steven R. Stenhaus
Steven R. Stenhaus, Secretary

KAHLER DEVELOPMENT CORPORATION,
a Minnesota corporation

By: Thomas J. O'Leary
Thomas J. O'Leary, President

By: Steven R. Stenhaus
Steven R. Stenhaus, Secretary

KAHLER MANAGEMENT CORPORATION,
a Minnesota corporation

By: Thomas J. O'Leary
Thomas J. O'Leary, President

By: Steven R. Stenhaus
Steven R. Stenhaus, Secretary

KAHLER POCA TELLO, INC.,
an Idaho corporation

By: Thomas J. O'Leary
Thomas J. O'Leary, President

By: Steven R. Stenhaus
Steven R. Stenhaus, Secretary

KAHLER TWIN FALLS, INC.,
an Idaho corporation

By: Thomas J. O'Leary
Thomas J. O'Leary, President

By: Steven R. Stenhaus
Steven R. Stenhaus, Secretary

THE KAHLER CORPORATION,
a Minnesota corporation

By: Thomas J. O'Leary
Thomas J. O'Leary, President

By: Steven R. Stenhaus
Steven R. Stenhaus, Secretary

SUNSTONE HOTELS, LLC, a Delaware limited
liability company

By: KAHLER REALTY CORPORATION,
a Minnesota corporation

By: Thomas J. O'Leary
Thomas J. O'Leary, President

Its: Sole Managing Member

DORSEY & WHITNEY LLP

MINNEAPOLIS

WASHINGTON, D.C.

LONDON

BRUSSELS

HONG KONG

DES MOINES

ROCHESTER

COSTA MESA

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220 SOUTH SIXTH STREET
MINNEAPOLIS, MINNESOTA 55402-1498
TELEPHONE: (612) 340-2600
FAX: (612) 340-2868

JAMIE NAFZIGER
(612) 343-7922
FAX (612) 340-8856
nafziger.jamie@dorseyllaw.com

NEW YORK

DENVER

SEATTLE

FARGO

BILLINGS

MISSOULA

GREAT FALLS

July 26, 1999

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

Re: Recordal of Merger of The Kahler Corporation with and into Sunstone Hotels,
LLC
Our File: 10,082

Dear Sir or Madam:

Enclosed herewith in connection with the recordal of the above merger are the following documents:

1. Certificate of Merger of The Kahler Corporation with and into Sunstone Hotels, LLC regarding Registration No. 927,020;
2. Recordation Form Cover Sheet; and
3. Check in the amount of \$40.00 to cover the recording fee.

Express Mail mailing label number EL303048615 US

Date of Deposit July 26, 1999

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Box Assignments, Washington D.C. 20231

Elvina Smith

Name

Elvina Smith

Signature

DORSEY & WHITNEY LLP

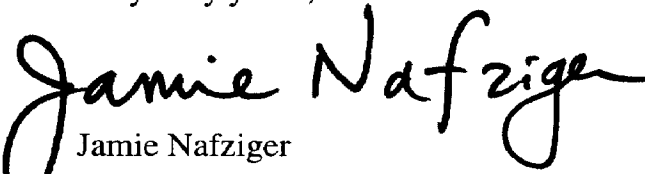
Commissioner of Patents and Trademarks

July 26, 1999

Page 2

A return postcard is also enclosed on which the stamped date of receipt would be appreciated. Please charge any additional fees or credit any overpayment to our Deposit Account No. 04-1420.

Very truly yours,


Jamie Nafziger

JN:mea/jah
Enclosures