

08-26-1999

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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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
 07 01 1997

Name KSL Landmark Corporation

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name KSL Desert Resorts, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 56-140 PGA Boulevard

Address (line 2)

Address (line 3) La Quinta

City

CA

State/Country

92253

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization CA

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.)

FOR OFFICE USE ONLY

08/26/1999 MTHA11 00000089 74707392

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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.

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

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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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

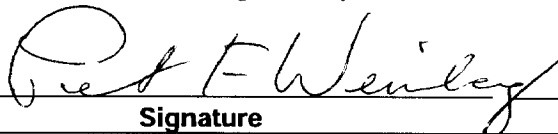
No

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.

Peter F. Weinberg

Name of Person Signing



Signature

Aug 19 99

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 OWNERSHIP, WHICH MERGES:

"KSL DESERT RESORTS, INC.", A DELAWARE CORPORATION, WITH AND INTO "KSL LANDMARK CORPORATION" 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 SIXTEENTH DAY OF MAY, A.D. 1997, AT 5:30 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

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971161958

AUTHENTICATION: 8481037

DATE: 06-03-97

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
KSL DESERT RESORTS, INC.
INTO
KSL LANDMARK CORPORATION
(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)

KSL Landmark Corporation, 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 Desert Resorts, Inc., a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 14th day of May, 1997, determined to merge into itself KSL Desert Resorts, Inc. effective July 1, 1997, on the conditions set forth in such resolutions:

NOW, THEREFORE. LET IT BE RESOLVED, that the Corporation merge into itself its subsidiary, KSL Desert Resorts, Inc., effective July 1, 1997, and assume all of said subsidiary's liabilities and obligations;

FURTHER RESOLVED, that upon consummation of the merger, that the Corporation's name be changed to KSL DESERT RESORTS, INC. effective July 1, 1997; and

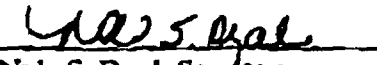
FURTHER RESOLVED, that the Executive Vice President of this Corporation be and he hereby is directed to make, execute and acknowledge a certificate of ownership and merger on behalf of the Corporation setting forth a copy of the resolutions to merge said KSL Desert Resorts, Inc. effective July 1, 1997 into this Corporation, to assume said subsidiary's liabilities and obligations and change the name of the Corporation to KSL Desert Resorts, Inc., and to file the same in the office of the Secretary of State of the State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by Larry E. Lichliter, its authorized officer, this 15th day of May, 1997.

KSL LANDMARK CORPORATION
a Delaware corporation

By: 
Larry E. Lichliter
Executive Vice President

ATTEST:


Nola S. Dyal, Secretary

CORPORATE/RES/LLNDM/005/STATE/387.CAT