

04-20-2000

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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
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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)

City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
 - Other
- 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.)

Citizenship/State of Incorporation/Organization

04/19/2000 TT0N11 00000259 75395537

FOR OFFICE USE ONLY

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40.00 DP

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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)

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

3/7/00

Name of Person Signing

Signature

Date Signed

I.D. NO# D0512608
ACKN. NO. - 146C3113984
STARWOOD HOTELS & RESORTS TRUST

1/2/98 3:49
2002

01/02/98 AT 03:49 P.M.

ARTICLES OF MERGER
BETWEEN
WESTIN HOTEL COMPANY
AND
STARWOOD HOTELS & RESORTS TRUST

REC'D
98 JAN -2 03:49

THIS IS TO CERTIFY THAT:

FIRST: Westin Hotel Company, a Delaware corporation, and Starwood Hotels & Resorts Trust, a Maryland real estate investment trust, agree to merge in the manner hereinafter set forth.

SECOND: Starwood Hotels & Resorts Trust is the entity to survive the merger.

THIRD: Starwood Hotels & Resorts Trust (the "Surviving Trust") is formed under the laws of the State of Maryland. Westin Hotel Company (the "Merging Corporation") was incorporated under the general laws of the State of Delaware on May 12, 1970. The Merging Corporation is not registered or qualified to do business in the State of Maryland.

FOURTH: The principal office of the Surviving Trust is located in the State of Maryland.

FIFTH: The Merging Corporation does not own an interest in land in the State of Maryland.

SIXTH: The charter of the Surviving Trust will not be amended as a result of the merger.

SEVENTH: The total number of shares of all classes of shares of beneficial interest or stock, as the case may be, which each entity party to these Articles has the authority to issue and the number of shares of each class are as follows:

a) Surviving Trust

The total number of shares of all classes of beneficial interest which the Surviving Trust has authority to issue is 305,000,000, consisting of (a) 200,000,000 Trust Shares, \$0.01 par value per share, (b) 40,000,000 Excess Trust Shares, \$0.01 par value per share, (c) 10,000,000 Excess Preferred Shares, \$0.01 par value per share, (d) 30,000,000 Class A

I hereby certify that this is a true and correct copy of the original as filed in the State Department of Assessments and Taxation on 01/02/98 at 03:49 P.M.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
Subodian

effective: 6/95

146C3113984.001
page 01 of 001

1/2/98 3:49

Exchangeable Preferred Shares, \$.01 par value per share, and (e) 15,000,000 Class B Exchangeable Preferred Shares, \$.01 par value per share. The aggregate par value of all shares of all classes of beneficial interest with par value is \$2,950,000.

b) Merging Corporation

The total number of shares of all classes of stock which the Merging Corporation has authority to issue is 1,000 shares of Common Stock, \$5.00 par value. The aggregate par value of all shares of all classes with par value is \$5,000.

EIGHTH: Upon the Effective Date, the Merging Corporation shall be merged into the Surviving Trust; and, thereupon, the Surviving Trust shall possess any and all purposes and powers of the Merging Corporation; and all leases, licenses, property, rights, privileges, and powers of whatever nature and description of the Merging Corporation shall be transferred to, vested in, and devolved upon the Surviving Trust, without further act or deed, subject to all of the debts and obligations of the Merging Corporation.

On the Effective Date, each share of stock of the Merging Corporation shall be converted into the right to receive \$1.00 per share, without the necessity of any action on the part of the holder thereof.

The beneficial interest of the Surviving Trust shall not be changed by the merger described herein.

NINTH: The terms and conditions of the transaction described in these Articles were duly advised, authorized and approved by the Merging Corporation in the manner and by the vote required by the laws of the State of Delaware and the charter of the Merging Corporation, as follows:

The Board of Directors of the Merging Corporation, at a meeting duly called and held, adopted a resolution declaring that the terms and conditions of the merger described herein were advisable and directing that the proposed transaction be submitted for consideration by the sole stockholder of the Merging Corporation.

A consent in writing, setting forth approval of the terms and conditions of the merger described herein as so proposed was signed by the sole stockholder of the Merging Corporation, and such consent is filed with the records of the stockholder meetings of the Merging Corporation.

TENTH: The terms and conditions of the transaction described in these Articles were duly advised, authorized and approved by the Surviving Trust in the manner and by the vote required by the laws of the State of Maryland and the Declaration of Trust of the Surviving Trust, as follows:

The Board of Trustees of the Surviving Trust, at a meeting duly called and held, adopted a resolution declaring that the terms and conditions of the merger described herein were advised, authorized and approved.

ELEVENTH: These Articles of Merger shall become effective upon acceptance for record by the State Department of Assessments and Taxation of Maryland (the "Effective Date").

TWELFTH: Each of the undersigned acknowledges these Articles of Merger to be the act of the respective entity on whose behalf he has signed, and further, as to all matters or facts required to be verified under oath, each of the undersigned acknowledges that to the best of his knowledge, information and belief, these matters and facts relating to the entity on whose behalf he has signed are true in all material respects and that this statement is made under the penalties for perjury.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, these Articles of Merger have been
duly executed by the parties hereto this 2nd day of January
1998.

ATTEST:

Catherine Walker
Secretary

WESTIN HOTEL COMPANY

By: [Signature] (SEAL)
Executive Vice President

ATTEST:

STARWOOD HOTELS & RESORTS
TRUST

By: _____ (SEAL)

IN WITNESS WHEREOF, these Articles of Merger have been
duly executed by the parties hereto this 2nd day of January
1998.

ATTEST:

WESTIN HOTEL COMPANY

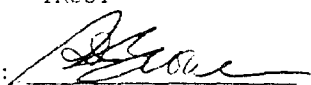
Secretary

By: _____ (SEAL)

ATTEST:

STARWOOD HOTELS & RESORTS
TRUST



By:  (SEAL)

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