

08-23-2000

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RL 101439601

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 # 101361510
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
03 22 2000
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
03 22 2000

Name HMS HOST CORPORATION

Formerly HOST MARRIOTT SERVICES CORPORATION

- 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 HMSHOST CORPORATION

DBA/AKA/TA _____

Composed of _____

Address (line 1) 6600 ROCKLEDGE DRIVE, 3RD FL

Address (line 2) _____

Address (line 3) BETHESDA MARYLAND 20817
City State/Country 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.)

05/19/2000 JSNADAZZ 00000028 2212543

FOR OFFICE USE ONLY

FC:481

40.00 OP

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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

TRADEMARK

REEL: 002123 FRAME: 0929

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2212543"/>	<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.

LAURA A. BABIN

Name of Person Signing



Signature

4-17-00

Date Signed

AGREEMENT OF MERGER

OF

HMS HOST CORPORATION
(a Delaware corporation)

AND

HOST MARRIOTT SERVICES CORPORATION
(a Delaware corporation)

AGREEMENT OF MERGER approved on March 14, 2000 by HMS Host Corporation, a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on said date, and approved on March 14, 2000 by Host Marriott Services Corporation, a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on said date.

WHEREAS HMS Host Corporation is a business corporation of the State of Delaware with its registered office therein located at 1013 Centre Road, City of Wilmington, County of New Castle; and

WHEREAS Host Marriott Services Corporation is a business of the State of Delaware with its registered office therein located at 1013 Centre Road, City of Wilmington, County of New Castle; and

WHEREAS the total number of shares of stock which HMS Host Corporation has authority to issue is eight thousand (8,000), all of which are of one class and of a par value of \$.01 each; and

WHEREAS the total number of shares of stock which Host Marriott Services Corporation has authority to issue is one hundred one million (101,000,000), of all classes and without par value; and

WHEREAS HMS Host Corporation and Host Marriott Services Corporation and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge HMS Host Corporation with and into Host Marriott Services Corporation pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being hereunto duly approved by a resolution adopted by the Board of Directors of HMS Host Corporation and duly approved by a resolution adopted by the Board of Directors of Host Marriott Services Corporation, the Agreement of Merger and the

terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. HMS Host Corporation and Host Marriott Services Corporation shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Host Marriott Services Corporation, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name HMS Host Corporation pursuant to the provisions of the General Corporation Law of the State of Delaware.

The separate existence of HMS Host Corporation, which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the said effective time in accordance with the provisions of said General Corporation Law of the State of Delaware.

2. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation except that articles FIRST and FOURTH, thereof, relating to the name of the corporation and the authorized shares of the corporation are hereby amended and changed so as to read as follows at the effective time of the merger:

"FIRST: The name of the corporation (hereinafter call the "corporation") is
HMS Host Corporation:

"FOURTH: The total number of shares of stock which the corporation shall have
authority to issue is eight thousand (8,000), all of which are of one
class and a par value of \$.01 each.:

and said Certificate of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, to amended as therein provided and the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorship and offices until the election and qualification of the respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document to documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

6. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, as to make execute, deliver, file and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

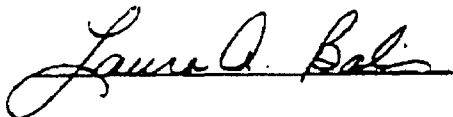
The effective time of the Agreement of Merger, and the time when the merger therein agreed upon shall become effective, shall be Monday, March 20, 2000.

IN WITNESS WHEREOF, this Agreement of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto.

Dated: March 14, 2000

HMS Host Corporation

By:

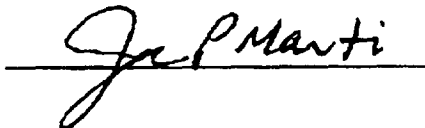


Laura A. Babin
Assistant Secretary

Dated: March 14, 2000

Host Marriott Services Corporation

By:

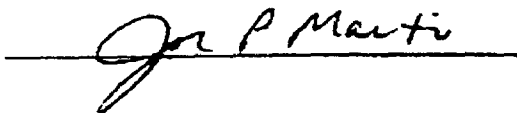


Joe P. Martin
Secretary

CERTIFICATE OF SECRETARY OF
HOST MARRIOTT SERVICES CORPORATION

The undersigned, being the Secretary of Host Marriott Services Corporation, does hereby certify that the foregoing Agreement of Merger has been adopted upon behalf of said corporation pursuant to the provisions of Subsection (f) of Section 251 of the General Corporation Law of the State of Delaware, and that, as of the date of this Certificate, the outstanding shares of said corporation were such as to render the provisions of said Subsection (f) applicable.

Dated: March 14, 2000

A handwritten signature in cursive script, reading "Joe P. Martin", is written over a solid horizontal line.

Joe P. Martin
Secretary

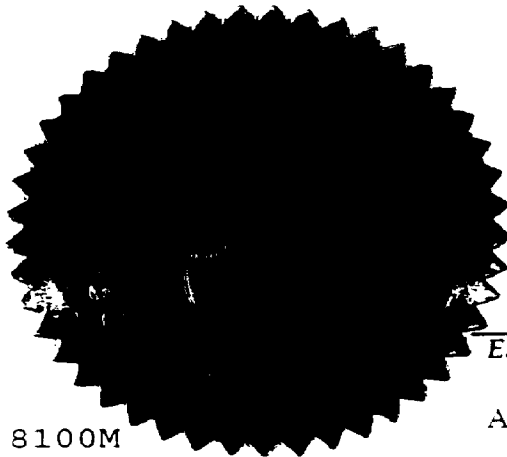
NAME	REGISTRATION/ SERIAL #	FILING FEE
TOP HAT	2212543	\$40.00
TOP HAT - <i>DESIGN</i>	2282524	40.00

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:

"HMS HOST CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "HOST MARRIOTT SERVICES CORPORATION" UNDER THE NAME OF "HMS HOST CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2528750 8100M

AUTHENTICATION:

0335312

001148772

DATE:

03-23-00

RECORDED: 05/04/2000

TRADEMARK
REEL: 002123 FRAME: 0936