



04-26-2000

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101455757

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Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # 101422451
- Correction of PTO Error
Reel # Frame #
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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

Name HMS HOST CORPORATION

03 22 2000

Formerly HOST MARRIOTT SERVICES CORPORATION

- Individual General Partnership Limited Partnership Corporation Association

Other 2282524

Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name Hms Host Corporation

DBA/AKA/TA

Composed of

Address (line 1) 6600 Rockledge Dr.

Address (line 2) MS 3-1

Address (line 3) Bethesda Maryland 20817
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization DELAWARE

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TC-181

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TRADEMARK**

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Area Code and Telephone Number

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Trademark Application Number(s) or Registration Number(s)

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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.

LAURA A. BABIN

Name of Person Signing



Signature

4-16-00

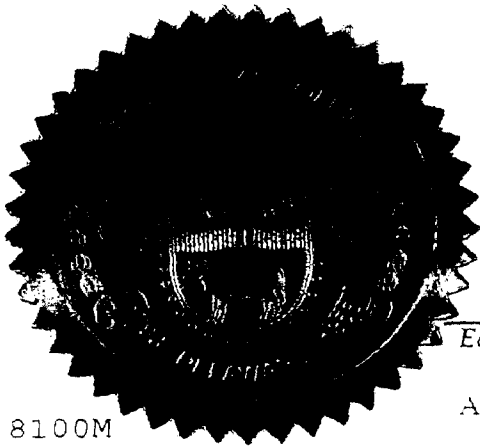
Date Signed

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

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AUTHENTICATION: 0335312
DATE: 03-23-00

TRADEMARK
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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.

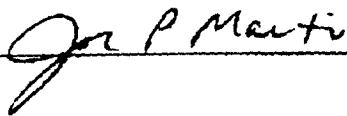
3. The present by-laws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

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.

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



Joe P. Martin
Secretary