

12-26-2000



RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE  
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TRADEMARKS ONLY 12-4-00

101561279

Number of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): <b>Biltmore Hotel Partners</b></p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input checked="" type="checkbox"/> General Partnership- Arizona   <input type="checkbox"/> Limited Partnership  <input type="checkbox"/> Corporation-State  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):  Name: <b>Biltmore Hotel Partners, L.L.L.P.</b>  Internal Address: _____  Street Address: <b>450 E. Las Olas Blvd., Suite 1400</b>  City: <b>Ft. Lauderdale</b> State: <b>FL</b> ZIP: <b>33301</b></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input type="checkbox"/> Corporation-State _____  <input checked="" type="checkbox"/> Other <b>L.L.L.P.</b></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No  (Designations must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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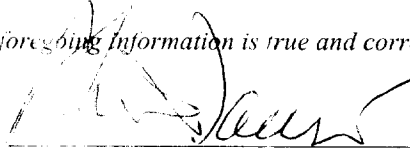
<p>3. Nature of conveyance</p> <p><input type="checkbox"/> Assignment                                      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement                              <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <b>March 2, 1998</b></p>	
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<p>4. Application number(s) or registration number(s):</p>	
<p>A. Trademark Application No.(s)</p>	<p>B. Trademark registration No.(s)  <u>1,885,469</u></p>
<p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <b>Laura Fernandez, Esq.</b>  Internal Address: <b>Akerman, Senterfitt &amp; Eidson, P.A.</b>  Street Address: <b>One S.E. Third Avenue, 27th Floor</b>  City: <b>Miami</b> State: <b>FL</b> Zip: <b>33131</b></p>	<p>6. Total number of applications and registrations involved: <span style="border: 1px solid black; padding: 2px;">1</span></p> <p>7. Total fee (37 CFR 3.41) <b>\$40.00</b>  <input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <b>500951</b>  (Attach duplicate copy of this page if paying by deposit account)</p>
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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.*



<p><b>Steven Dauria</b> Name of Person Signing</p>	<p>Signature</p>	<p>Date <span style="border: 1px solid black; padding: 2px;">1</span></p>
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Total number of pages comprising cover sheet: 1

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**CERTIFICATE OF LIMITED PARTNERSHIP  
STATEMENT OF CONVERSION AND  
STATEMENT OF QUALIFICATION OF  
BILTMORE HOTEL PARTNERS L.L.L.P.**

6-112  
**FILE**  
ARIZONA  
SECRETARY OF STATE  
March 2, 1998

In accordance with Arizona Revised Statutes §§ 29-1082, 29-308 and 29-1101, the undersigned certifies as follows:

1. **Conversion.** Biltmore Hotel Partners, an Arizona general partnership ("BHP"), is hereby converted to an Arizona limited partnership. The partners of BHP unanimously approved such conversion, which shall be effective upon the filing of this certificate. BHP, as thus converted to a limited partnership, is referred to hereinafter as the "Partnership."

2. **Qualification as LLLP.** The Partnership is applying for status as a limited liability limited partnership, effective upon the filing of this certificate.

3. **Name.** The name of the Partnership following the conversion and qualification referred to in paragraphs 1 and 2 is "Biltmore Hotel Partners, L.L.L.P."

4. **Specified Office.** The Partnership's specified office, principal place of business and executive office is The Arizona Biltmore Hotel, Executive Office, 24th Street and Missouri, Phoenix, Arizona 85016.

5. **Agent.** The Partnership's agent for service of process is FC Service Corporation, an Arizona corporation (Attn: Gregg Hanks, Esq.), 3003 North Central Avenue, Suite 2600, Phoenix, Arizona 85012-2913.

6. **General Partner.** The names and business addresses of the general partners of the Partnership are as follows:

AZB Limited Partnership,  
a Delaware limited partnership  
3031 North Central Avenue  
13th Floor  
Phoenix, Arizona 85012

Wright-Bilt Corp.,  
a Delaware corporation  
450 East Las Olas Boulevard  
Suite 1400  
Ft. Lauderdale, Florida 33301

7. **Term.** The latest date on which the Partnership must dissolve is December 31, 2050.

Dated as of March 2, 1998.

AZB Limited Partnership,  
a Delaware limited partnership

By: AZ Biltmore Hotel Limited Partnership,  
a Delaware limited partnership,  
General Partner

By: Grossman Investment Corp., an  
Arizona corporation, General Partner

By: \_\_\_\_\_  
Its: PRESIDENT

Wright-Bilt Corp., a  
Delaware corporation

By: \_\_\_\_\_  
Its: Secretary