

MWD 3/19/01

04-05-2001

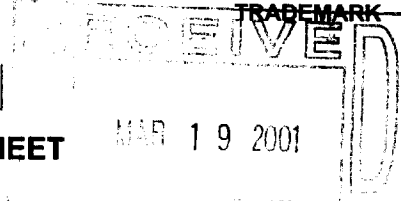
FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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U.S. Department of Commerce
Patent and Trademark Office

TRADEMARK



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 Statement of Conversion

Conveying Party

Mark if additional names of conveying parties attached

Name Biltmore Hotel Partners

Execution Date
Month Day Year
03 02 98

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other _____

Citizenship/State of Incorporation/Organization Arizona

Receiving Party

Mark if additional names of receiving parties attached

Name Biltmore Hotel Partners, L.L.L.P.

DBA/AKA/TA _____

Composed of _____

Address (line 1) The Arizona Biltmore Hotel, Executive Office

Address (line 2) 2400 E. Missouri

Address (line 3) Phoenix

AZ

85016

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other Limited Liability Limited Partnership

Citizenship/State of Incorporation/Organization Arizona

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.)

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FOR OFFICE USE ONLY

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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

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REEL: 002263 FRAME: 0462

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.

Peter F. Weinberg

3-13-01

Name of Person Signing

Signature

Date Signed

6-112
FILED

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

ARIZONA
SECRETARY OF STATE

March 2, 1998
182

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.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 PC 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.

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Dated as of March 2, 1956

AZB Limited Partnership,
a Delaware limited partnership

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

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

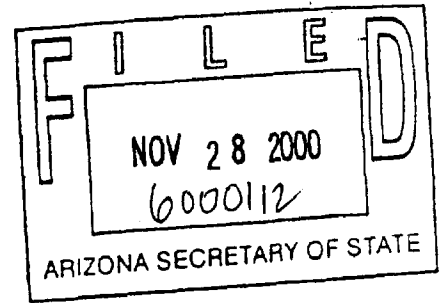
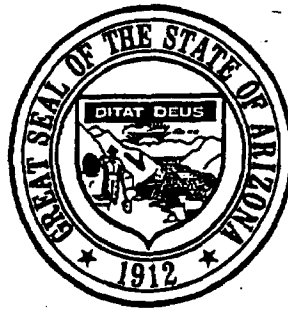
By: [Signature]
Its: PRESIDENT

Wright-Bilt Corp., a
Delaware corporation

By: [Signature]
Its: Secretary

Betsy Bayless
Secretary of State
Limited Partnership Division
1700 West Washington 7th floor
Phoenix, Arizona 85007

Fee: \$3.00 to file
Submit in duplicate



Limited Liability Partnership
Amendment to Certificate; Restatement
A.R.S §29-1103 H

BILTMORE HOTEL PARTNERS, L.L.L.P.

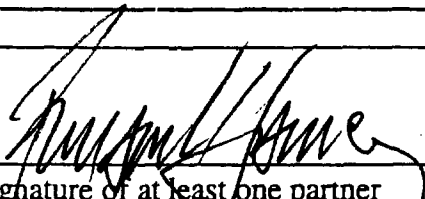
Name of the limited liability partnership

Date the Certificate of Limited Liability Partnership: _____

The amendment to Certificate of Limited Liability Partnership is as follows:

Change Address to:

Biltmore Hotel Partners, L.L.L.P.
Arizona Biltmore Resort & Spa
2400 East Missouri
Phoenix, Arizona 85016


Signature of at least one partner
Richard L. Handley
Vice President / Secretary
Wright-Bilt Corp
General Partner

10-27-00
Date