

TRADEMARKS ONLY

12-26-2001

TRADEMARKS ONLY

To the Honorable
Please



101924746

Intents and Trademarks:
Intent or copy thereof.

1. Name of Party(ies) conveying an interest:

American Hotel & Motel Association
1201 New York Avenue, N.W.
Washington, DC 20005

Entity:

Individual(s) Association

General Partnership Limited Partnership

Corporation-State Delaware (not-for-profit)

Other _____

Additional name(s) of conveying party(ies) attached:

yes no



12/19/01

2. Name and Address of Party(ies) receiving an interest:

Name: American Hotel & Lodging Association
Street Address: 1201 New York Avenue, N.W.
City: Washington
State/Zip Code: DC 20005

Entity:

Individual(s) Association

General Partnership Limited Partnership

Corporation-State Delaware - not-for-profit

Other _____

Citizenship _____

3. Description of the interest conveyed:

Assignment Change of Name Other

Security Agreement Merger

Date of execution of attached document 12/18/2000

If not domiciled in the United States, a domestic representative designation is attached:

yes no

(The attached document must not be an assignment)

Additional name(s) and addresses attached:
 yes no

4. Application number(s) or registration number(s). Additional sheet attached? yes no

A. Trademark Application No.(s) see attached

B. Trademark Registration No.(s) see attached

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John J. Dabney
FIRM: McDermott, Will & Emery
Address: 600 13th Street, N.W.
City/State/Zip: Washington, D.C. 20005-3096

6. Number of applications and registrations involved: 8

7. The \$_____ filing fee is enclosed.

8. Please charge the \$ 215.00 filing fee to
Deposit Account No. 500417.
(duplicate copy of this page attached)

9. Please charge any deficiencies in fees or credit
any overpayment to Deposit Account No. 500417.

12/21/2001 GTON11 00000158 500417 1620308

01 FC:481 40.00 CH
02 FC:482 175.00 CH

DO NOT USE THIS SPACE

10. 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.

John J. Dabney
Name of Person Signing

Signature

December 19, 2001
Date

Total number of pages comprising coversheet: 1

Trademark Schedule

<u>Mark</u>	<u>Serial No./Registration No.</u>
AMERICAN HOTEL & MOTEL ASSOCIATION and Design	Regis. No. 1,820,308
LODGING	Regis. No. 1,830,342
AMERICAN HOTEL & MOTEL ASSOCIATION and Design	Regis. No. 1,856,057
HITIS and Design	Serial No. 75/869,314
HITIS	Serial No. 75/869,315
HITIS	Serial No. 75/899,085
HITIS and Design	Serial No. 75/899,094
GOTROOMS.COM	Serial No. 76/013,593

WDC99 534094-1.039925.0010

State of Delaware
Office of the Secretary of State

PAGE 1

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 AMENDMENT OF "AMERICAN HOTEL & MOTEL ASSOCIATION", CHANGING ITS NAME FROM "AMERICAN HOTEL & MOTEL ASSOCIATION" TO "AMERICAN HOTEL & LODGING ASSOCIATION", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



0178310 8100

001636458

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0868622

DATE: 12-20-00

TRADEMARK
REEL: 002411 FRAME: 0577

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AMERICAN HOTEL & MOTEL ASSOCIATION**

AMERICAN HOTEL & MOTEL ASSOCIATION, a non-profit corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: That the name of the Corporation is AMERICAN HOTEL & MOTEL ASSOCIATION, and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on January 17, 1925.

SECOND: That the Corporation has no capital stock.

THIRD: That Article FIRST of the Certificate of Incorporation is hereby replaced in its entirety by the following:

"FIRST: The name of the Corporation is AMERICAN HOTEL & LODGING ASSOCIATION."

FOURTH: That the governing body of the Corporation, at a meeting held on April 13, 2000, duly adopted a resolution in which it set forth the proposed amendment herein certified, and in which it declared the advisability of the same. Thereafter, at a subsequent meeting of members of the Corporation held on November 11, 2000 pursuant to the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware, at least two thirds of the members of the Corporation voted in favor of the proposed amendment therefore declared to be advisable and herein certified, as required by Article EIGHT of the Certificate of Incorporation of the Corporation.

IN WITNESS THEREOF, the undersigned has signed this certificate this 29th day of NOVEMBER, 2000.

AMERICAN HOTEL & MOTEL ASSOCIATION

By: 
Name: William P. Fisher
Title: President

NYK 674868-1.039925.0010

TOTAL P.02