

02-06-2002

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Attorney Docket No. 19231-000500

Form PTO-1594 (Rev. 03-01) OMB No. 0651-0027 (exp. 5/31/2002)

or Sheet ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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Tab settings

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Sandestin Resorts, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Florida, Other

Additional name(s) of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Re-record to correct error in entity information of receiving party

Execution Date: Effective July 13, 1998

2. Name and address of receiving party(ies)

Name: Intrawest Sandestin Company, L.L.C.

Internal Address: 9300 Highway 98 West

Street Address:

City: Destin State: FL ZIP: 32550

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other: a Delaware limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designation must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application Number(s) or Registration Number(s).

A. Trademark Application No(s):

B. Trademark Registration No(s): 1,890,321 SANDESTIN & Design

Additional numbers attached? Yes No

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

Name: Lesley S. Craig TOWNSEND AND TOWNSEND AND CREW LLP Two Embarcadero Center, 8th Floor San Francisco, California 94111-3834 (415) 576-0200

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6. Total number of applications and registrations involved 1

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number: 20-1430

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Lesley S. Craig Name of Person Signing

Lesley S. Craig Signature

10-30-01 Date

Total number of pages including cover sheet, attachments and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002438 FRAME: 0933

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 MERGER, WHICH MERGES:

"ANCHORAGE AT SANDESTIN, INC.", A FLORIDA CORPORATION,

"SANDESTIN RESORTS, INC.", A FLORIDA CORPORATION,

"VILLA DEVELOPMENT, INC.", A FLORIDA CORPORATION,

"WESTWINDS AT SANDESTIN, INC.", A FLORIDA CORPORATION,

WITH AND INTO "INTRAWEST SANDESTIN COMPANY, L.L.C." UNDER THE NAME OF "INTRAWEST SANDESTIN COMPANY, L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF JULY, A.D. 1998, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0614984

DATE: 08-11-00

TRADEMARK
REEL: 002438 FRAME: 0934

**STATE OF DELAWARE
CERTIFICATE OF MERGER OR CONSOLIDATION OF
DOMESTIC LIMITED LIABILITY COMPANY
AND FOREIGN CORPORATIONS**

Pursuant to Title 18, Section 209(c) of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is Intrawest Sandestin Company, L.L.C., a Delaware limited liability company, and the name of the corporations being merged into this surviving limited liability company are Sandestin Resorts, Inc., Villa Development, Inc., Anchorage at Sandestin, Inc. and Westwinds at Sandestin, Inc., each a Florida corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporations.

THIRD: The name of the surviving limited liability company is Intrawest Sandestin Company, L.L.C.

FOURTH: The merger is to become effective upon the filing of this Certificate with the Office of the Secretary of State.

FIFTH: The Agreement of Merger is on file at 325 Lake Dillon Drive, Dillon, Colorado 80435, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the limited liability company on request, without cost, to any member of the surviving limited liability company or stockholder of the merging corporations.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized member or manager, the 13th day of July, 1998.

INTRAWEST SANDESTIN COMPANY, L.L.C.

By: _____

P. A. Novelty, Manager

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/13/1998
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RECORDED: 01/22/2002

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