

Form PTO-1594
(Rev. 03/01)
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):
Resort Condominiums International, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 14, 1997

2. Name and address of receiving party(ies)
Resort Condominiums International Acquisition

Name: _____ Corporation
Internal _____
Address: _____

Street Address: 3502 Woodview Trace
City: Indianapolis State: Indiana Zip: 46268

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations 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)

2518915

Additional number(s) attached Yes No

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

Name: Stacy Lyons
Senior Legal Assistant
Internal Address: _____

ARENT FOX KINTNER PLOTKIN & KAHN, PLLC

Street Address: _____
1050 Connecticut Avenue, N.W. 5th Fl.

City: Washington State: D.C. Zip: 20036

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

01-2300

(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 information is true and correct and any attached copy is a true copy of the original document.

Stacy Lyons
Name of Person Signing

Stacy Lyons
Signature

5-28-02
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 Patent & Trademarks, Box Assignments
Washington, D.C. 20231

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 07/22/1997
971243390 - 2767793

SKADDEN ARPS DE -> DEL-DIV-OF-CORPS-4

NO. 616 002

**CERTIFICATE OF MERGER
OF
RESORT CONDOMINIUMS INTERNATIONAL, INC.
INTO
RESORT CONDOMINIUMS INTERNATIONAL ACQUISITION CORPORATION**

Pursuant to Section 252 of the General
Corporation Law of the State of Delaware

Resort Condominiums International Acquisition Corporation, a Delaware corporation (the "Company"), does hereby certify:

FIRST: The names and states of incorporation of the constituent corporations to this merger are as follows:

Resort Condominiums International Acquisition Corporation - Delaware
Resort Condominiums International, Inc. - Indiana

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by (i) the Board of Directors and the holders of all of the outstanding common stock of the Company pursuant to the General Corporation Law of the State of Delaware and (ii) the Board of Directors and the holders of all of the outstanding common stock of Resort Condominiums International, Inc. ("RCI") pursuant to Sections 23-1-19-4 and 23-1-40-3 of the Indiana Business Corporation Law.

THIRD: The name of the corporation surviving the merger is Resort Condominiums International Acquisition Corporation.

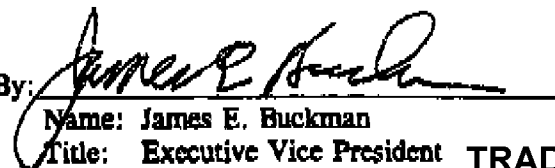
FOURTH: The Certificate of Incorporation of the Company shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the Company, 3502 Woodview Trace, Indianapolis, IN 46268. A copy will be provided, upon request and without cost, to any stockholder of the Company or RCI.

SIXTH: The authorized capital stock of RCI consists of 2,000 shares of common stock, each having no par value.

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed in its corporate name this 14th day of July, 1997.

RESORT CONDOMINIUMS INTERNATIONAL
ACQUISITION CORPORATION

By: 
Name: James E. Buckman
Title: Executive Vice President

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:

"RESORT CONDOMINIUMS INTERNATIONAL, INC.", A INDIANA CORPORATION,

WITH AND INTO "RESORT CONDOMINIUMS INTERNATIONAL ACQUISITION CORPORATION" UNDER THE NAME OF "RESORT CONDOMINIUMS INTERNATIONAL ACQUISITION CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF JULY, A.D. 1997, AT 3 O'CLOCK P.M.

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

2767793 8100M
971243390

8570166
07-22-97

RECORDED: 05/28/2002

TRADEMARK
REEL: 002474 FRAME: 0793