

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

Beach Hotel Associates
(Composed of AP-GP Beach Hotel L.F.)

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Withdrawal of General Partner of the Partnership
- Merger
- Change of Name

Execution Date: July 28, 1998

2. Name and address of receiving party(ies)

Name: Delano Holdings LLC
Internal Address: _____

Street Address: 475 Tenth Avenue
City: New York State: NY Zip: 10018

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

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) 2,115,849

Additional number(s) attached Yes No

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

Name: Michelle C. Burke, Esq.
Internal Address: McDermott, Will & Emery

Street Address: 227 West Monroe Street
Suite 4400
City: Chicago State: IL Zip: 60606

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:

13-0206

DO NOT USE THIS SPACE

9. Signature.

Michelle C. Burke, Esq.
Name of Person Signing


Signature

5-30-2003
Date

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

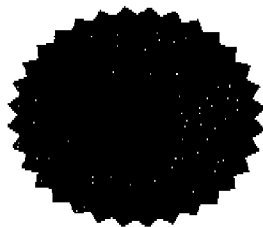
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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 "BEACH HOTEL ASSOCIATES LIMITED PARTNERSHIP", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF OCTOBER, A.D. 1998, AT 11 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2406457

030278563

DATE: 05-98-23
TRADEMARK

REEL: 002660 FRAME: 0913

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 10/13/1998
981394773 - 2345191

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF BEACH HOTEL ASSOCIATES LIMITED PARTNERSHIP**

It is hereby certified that:

FIRST: The name of the limited partnership (hereinafter called the "Partnership") is **BEACH HOTEL ASSOCIATES LIMITED PARTNERSHIP**.

SECOND: Pursuant to provisions of Section 17-202, Title 6, Delaware Code, the Certificate of Limited Partnership shall be amended to reflect the withdrawal of MHG Beach Corporation, a Delaware corporation, as General Partner of the Partnership.

THIRD: Pursuant to provisions of Section 17-202, Title 6, Delaware Code, the Certificate of Limited Partnership shall be amended to reflect the addition of Delano Holdings LLC, 475 Tenth Avenue, New York, NY 10018, a Delaware limited liability company, as General Partner of the Partnership.

The undersigned, General Partner of the Partnership, executed this Certificate of Amendment on July 28, 1998.

BEACH HOTEL ASSOCIATES LIMITED PARTNERSHIP

By: Delano Holdings LLC, its General Partner

By: Ian Schrage Hotels LLC, its managing member

By: _____

Name: Michael Overington
Title: Secretary