

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp.4/94)
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TM03/REV03

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Docket No.:

0353-048

Tab settings → → → ▼ ▼ ▼ ▼ ▼ ▼ ▼

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Edison Holding Corp.

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: August 21, 2003

2. Name and address of receiving party(ies):

Name: Prime Hospitality Corp.

Internal Address: _____

Street Address: 700 Route 46 East

City: Fairfield State: NJ ZIP: 07004

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

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

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

76/385280 76/416781 76/454366
 76/414389 76/416900 76/454367
 76/414390 76/454363 76/454368

1,341,731 1,528,973 1,801,255
 1,386,340 1,788,615 1,947,411
 1,523,902 1,799,827 2,067,349

Additional numbers Yes No

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

Name: Meyer A. Gross, Esq.

Internal Address: _____

Schweitzer Cornman Gross & Bondell LLP

Street Address: 292 Madison Avenue

19th Floor

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved:.....

39

7. Total fee (37 CFR 3.41):.....\$ 990.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-0748

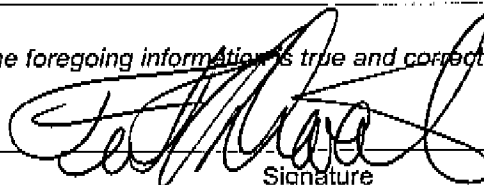
DO NOT USE THIS SPACE

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.

Fritz L. Schweitzer, Jr.

Name of Person Signing



Signature

November 10, 2003

Date

TRADEMARK

Total number of pages including cover sheet, attachments, and

CH \$990.00 190748 76385280

November 10, 2003

Page 2

Recordation Form Cover Sheet **TRADEMARKS ONLY**

Continuation of Item 4

A. Trademark Application No.(s):

76/459667

76/521493

B. Trademark Registration No.(s):

2,173,828

2,177,474

2,177,475

2,177,476

2,343,393

2,360,311

2,395,486

2,446,251

2,447,804

2,447,997

2,467,752

2,588,413

2,591,497

2,611,728

2,656,125

2,718,919

2,718,966

2,736,210

2,752,345

Delaware

PAGE 1

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 MERGER, WHICH MERGES:

"EDISON HOLDING CORP.", A NEVADA CORPORATION, WITH AND INTO "PRIME HOSPITALITY CORP." UNDER THE NAME OF "PRIME HOSPITALITY CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF SEPTEMBER, A.D. 2003, AT 10:33 O'CLOCK A.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2068036 8100M

AUTHENTICATION: 2679878

030604678

DATE: 10-08-03

TRADEMARK

REEL: 002744 FRAME: 0480

CERTIFICATE OF MERGER**OF****EDISON HOLDING CORP.****AND****PRIME HOSPITALITY CORP.**

*State of Delaware
Secretary of State
Division of Corporations
Delivered 10:33 AM 09/22/2003
FILED 10:33 AM 09/19/2003
SRV 030604678 - 2063036 FILE*

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are: Edison Holding Corp., which is incorporated under the laws of the State of Nevada; and Prime Hospitality Corp., which is incorporated under the laws of the State of Delaware.
2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provision of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Edison Holding Corp., in accordance with the laws of the State of its incorporation and by Prime Hospitality Corp., in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified is Prime Hospitality, which will continue its existence as said surviving corporation under its present name.
4. The Certificate of Incorporation of Prime Hospitality Corp., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 700 Route 46, Fairfield, NJ.
6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.
7. The authorized capital stock of Prime Hospitality Corp. consists of the following: (i) 75,000,000 shares of Common Stock, par value of \$0.01 per share; and (ii) 20,000,000 shares of Preferred Stock, par value \$0.10 per share.

TRADEMARK**REEL: 002744 FRAME: 0481**

Dated: August 21, 2003.

EDISON HOLDING CORP..

By: *Richard Szymanski*
Richard Szymanski, President

PRIME HOSPITALITY CORP.

By: *Richard Szymanski*
Richard Szymanski, V.P.

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:33 AM 09/22/2003
*LED 10:33 AM 09/19/2003
030604678 - 2068036 FILE

STATE OF DELAWARE

**WAIVER OF REQUIREMENT
FOR AFFIDAVIT OF EXTRAORDINARY CONDITION**

It appears to the Secretary of State that an earlier effort to deliver this instrument and tender such taxes and fees was made in good faith on the file date stamped hereto. The Secretary of State has determined that an extraordinary condition (as reflected in the records of the Secretary of State) existed at such date and time and that such earlier effort was unsuccessful as a result of the existence of such extraordinary condition, and that such actual delivery and tender were made within a reasonable period (not to exceed two business days) after the cessation of such extraordinary condition. The Secretary of State hereby waives the requirement for an affidavit of extraordinary condition and establishes such date and time as the filing date of such instrument.

Harriet Smith Windsor
Harriet Smith Windsor
Secretary of State