

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BREP IV Hotels Acquisition L.L.C.		10/08/2004	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA	
Name:	Prime Hospitality L.L.C.
Street Address:	c/o National Registered Agents
Internal Address:	9 East Loockerman Street, Suite 1B
City:	Dover
State/Country:	DELAWARE
Postal Code:	19901
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	2270768	AMERISUITES CLUB
Registration Number:	1341731	AMERISUITES
Registration Number:	1386340	AMERISUITES
Registration Number:	1523902	AMERICA'S AFFORDABLE ALL-SUITE HOTEL
Registration Number:	2067349	A AMERISUITES AMERICA'S AFFORDABLE ALL-SUITE HOTELS
Registration Number:	2395486	A AMERISUITES
Registration Number:	2413997	HOME FOR THE HOLIDAYS YOUR GUESTHOUSE BY AMERISUITES
Registration Number:	2404273	HOME FOR THE HOLIDAYS
Registration Number:	2447997	MAKE A BREAK FOR IT
Registration Number:	2467752	MAKE A BREAK FOR IT GREAT FAMILY WEEKENDS BY AMERISUITES
Registration Number:	2656125	DON'T DOWNSIZE. AMERISIZE.
Registration Number:	2360311	A

OP \$565.00 2270768

Registration Number:	1799827	TCB
Registration Number:	2173828	TCB SUITES
Registration Number:	2177476	TCB SUITE
Registration Number:	2177474	TAKING CARE OF BUSINESS SUITES
Registration Number:	2177475	TAKING CARE OF BUSINESS SUITE
Registration Number:	2453010	IT TAKES 2 ROMANTIC GETAWAYS BY AMERISUITES
Registration Number:	2180477	A.S.A.P. AMERISUITES SPECIAL ACCOUNTS PROGRAM
Registration Number:	1426959	WHY SETTLE FOR JUST A ROOM?
Registration Number:	2312821	SUITES THAT WORK
Registration Number:	2179588	SUITE YEARS

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 455-3098
Email: LLevy@stblaw.com
Correspondent Name: Noah Leibowitz, Esq.
Address Line 1: Simpson Thacher & Bartlett LLP
Address Line 2: Simpson Thacher & Bartlett LLP
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER: 010396/0742

NAME OF SUBMITTER: Lea B. Levy

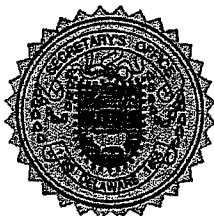
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Delaware

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 RESTATED CERTIFICATE OF "BREP IV HOTELS ACQUISITION L.L.C.", CHANGING ITS NAME FROM "BREP IV HOTELS ACQUISITION L.L.C." TO "PRIME HOSPITALITY L.L.C.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF OCTOBER, A.D. 2004, AT 9:34 O'CLOCK A.M.



3940870 8100

040726932

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3400718

DATE: 10-08-04

TRADEMARK
REEL: 002981 FRAME: 0161

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:34 AM 10/08/2004
FILED 09:34 AM 10/08/2004
SRV 040726932 - 3840870 FILE

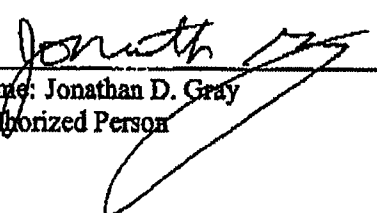
AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
BREP IV HOTELS ACQUISITION L.L.C.

THIS Amended and Restated Certificate of Formation of BREP IV Hotels Acquisition L.L.C. (the "LLC"), dated as of October 8, 2004, has been duly executed and is being filed by the undersigned, as an authorized person in accordance with the provisions of 6 Del. C. § 18-208, to amend and restate the original Certificate of Formation of the LLC which was filed on August 10, 2004, with the Secretary of State of the State of Delaware (the "Certificate"), to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et seq.*).

The Certificate is hereby amended and restated in its entirety to read as follows:

1. Name. The name of the limited liability company continued hereby is Prime Hospitality L.L.C.
2. Registered Office. The address of the registered office of the LLC in the State of Delaware is c/o National Registered Agents, Inc., 9 East Lookerman Street, Suite 1B, Dover, Kent County, Delaware 19901.
3. Registered Agent. The name and address of the registered agent for service of process on the LLC in the State of Delaware is National Registered Agents, Inc., 9 East Lookerman Street, Suite 1B, Dover, Kent County, Delaware 19901.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation as of the date first-above written.


Name: Jonathan D. Gray
Authorized Person

Schedule A

<u>MARK</u>	<u>REG. NO.</u>
AMERISUITES CLUB	2,270,768
AMERISUITES	1,341,731
AMERISUITES	1,386,340
AMERICA'S AFFORDABLE ALL-SUITE HOTEL	1,523,902
A AMERISUITES- AMERICA'S AFFORDABLE ALL SUITE HOTEL	2,067,349
A AMERISUITES	2,395,486
HOME FOR THE HOLIDAYS Your Guesthouse by AmeriSuites	2,413,997
HOME FOR THE HOLIDAYS	2,404,273
MAKE A BREAK FOR IT	2,447,997
MAKE A BREAK FOR IT Great Family Weekends by AmeriSuites	2,467,752
DON'T DOWNSIZE, AMERISIZE	2,656,125
A	2,360,311
TCB	1,799,827
TCB SUITES	2,173,828
TCB SUITE	2,177,476
TAKING CARE OF BUSINESS SUITES	2,177,474
TAKING CARE OF BUSINESS SUITE	2,177,475
IT TAKES 2 ROMANTIC GETAWAYS BY AMERISUITES	2,453,010
A.S.A.P. AMERISUITES SPECIAL ACCOUNTS PROGRAM	2,180,477
WHY SETTLE FOR JUST A ROOM?	1,426,959
SUITES THAT WORK	2,312,821
SUITE YEARS	2,179,588