

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/27/2000

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BDH Two, Inc.		12/27/2000	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BDS Two, Inc.
Street Address:	2711 Centerville Road, Suite 202
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19808
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	592601	HILTON'S

CORRESPONDENCE DATA

Fax Number: (202)467-8900
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-467-8800
 Email: cmamron@vssp.com, jspiantanida@vssp.com
 Correspondent Name: Cory M. Amron
 Address Line 1: 1828 L Street N.W., 11th Floor
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

NAME OF SUBMITTER:	Julie S. Piantanida
Signature:	/jsp/
Date:	01/13/2005

CH \$40.00 592601

Total Attachments: 3

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State of Delaware
Office of the Secretary of State

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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:

"BDH TWO, INC.", A DELAWARE CORPORATION,
WITH AND INTO "B D S TWO, INC." UNDER THE NAME OF "B D S TWO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Edward J. Freel, Secretary of State

AUTHENTICATION: 0886585

DATE: 12-29-00

TRADEMARK
REEL: 003009 FRAME: 0067

CERTIFICATE OF MERGER

OF

BDH TWO, INC.

AND

B D S TWO, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) BDH Two, Inc., which is incorporated under the laws of the State of Delaware; and

(ii) B D S Two, Inc., 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 provisions of subsection (c) of 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 B D S Two, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of B D S Two, Inc., 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:

2711 Centerville Road
Suite 202
Wilmington, DE 19808

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

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aforesaid constituent corporations.

7. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 27, 2000.

Dated: December 27, 2000

BDH Two, Inc.


By:


Alyssa A. Anton, Vice President

Dated: December 27, 2000

B D S Two, Inc.

By:


Alyssa A. Anton, Vice President

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