

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Corrective Merger to delete Reg. No. 1861128 previously recorded on Reel 2804, Frame 0598		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MeriStar Hotels & Resorts, Inc.		07/31/2002	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Interstate Hotels and Resorts, Inc.		
Street Address:	4501 North Fairfax Drive		
Internal Address:	Suite 500		
City:	Arlington		
State/Country:	VIRGINIA		
Postal Code:	22203		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1790648	CAPSTAR HOTELS	
CORRESPONDENCE DATA			
Fax Number:	(312)840-7884		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(312) 840-7860		
Email:	mmurphy@jenner.com		
Correspondent Name:	Mariann R. Murphy		
Address Line 1:	One IBM Plaza		
Address Line 2:	Jenner & Block LLP		
Address Line 4:	Chicago, ILLINOIS 60611		
NAME OF SUBMITTER:	Mariann R. Murphy		
Signature:	/mariann r. murphy/		
Date:	03/08/2005		

CH 1790648 \$40.00

900020892

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REEL: 003041 FRAME: 0483

Total Attachments: 7

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08-20-2003

Docket No.:

81277 et al.

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To the Honorable Commissioner of Patents

ched original documents or copy thereof.

1. Name of conveying party(ies):

MeriStar Hotels & Resorts, Inc.

8-4-03

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

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

3. Nature of conveyance:

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

Execution Date: July 31, 2002

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

Name: Interstate Hotels and Resorts, Inc.

Internal Address: Suite 500

Street Address: 4501 North Fairfax Drive

City: Arlington State: VA ZIP: 22203

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

08-04-2003

U.S. Patent & TMO/TM Mail Rpt

If assignee is not domiciled in the United States, a domestic designation is ☐ Yes ☐ N
(Designations must be a separate document from Additional name(s) & address(es) ☐ Yes ☐ N

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

A. Trademark Application No.(s)

76/000,374

B. Trademark Registration No.(s)

1,790,648

1,792,073

1,861,128

Additional numbers

See Exhibit A attached hereto for
☒ Yes ☐ No additional registration numbers

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

Name: David R. Bennett

Internal Address: Suite 1000

Street Address: 200 South Michigan Avenue

City: Chicago State: IL ZIP: 60604

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

14

7. Total fee (37 CFR 3.41):.....\$ \$365.00

☒ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number:

Please charge any additional fees or credit any overpayment to Deposit Account No. 18-1942

08/20/2003 6TON11 00000031 76000374

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02 FC:8522

40.00 OP
325.00 OP

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.

David R. Bennett

Name of Person Signing

Signature

July 30, 2003

Date

Total number of pages including cover sheet, attachments, and

8

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REEL: 003041 FRAME: 0485

**EXHIBIT A
TO RECORDATION FORM COVER SHEET**

4. Application number(s) or registration number(s) – Cont'd.

B. Additional Trademark Registration numbers:

2,342,315

2,407,010

2,407,018

2,455,342

2,505,936

2,566,925

2,594,700

2,605,172

2,661,269

2,704,932

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<DOCUMENT>
<TYPE>EX-3.(I)
<SEQUENCE>3
<FILENAME>ex312-form8a12ba.txt
<DESCRIPTION>EXHIBIT 3.1.2
<TEXT>

EXHIBIT 3.1

CERTIFICATE OF MERGER
OF
INTERSTATE HOTELS CORPORATION
INTO
MERISTAR HOTELS & RESORTS, INC.

In accordance with Section 252(c) of the General Corporation Law of the State of Delaware, Meristar Hotels & Resorts, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY THAT:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME ----	STATE OF INCORPORATION -----
Interstate Hotels Corporation ("Interstate") Meristar Hotels & Resorts, Inc.	Maryland Delaware

SECOND: An Agreement and Plan of Merger, dated as of May 1, 2002, as amended on June 3, 2002 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware (the "DGCL").

THIRD: The name of the surviving corporation of the merger is MeriStar Hotels & Resorts, Inc., which name at the effective time of the merger will be changed to Interstate Hotels & Resorts, Inc.

FOURTH: At the effective time of the merger, the Restated Certificate of Incorporation of the Corporation shall be amended in the manner set forth on Exhibit A hereto and as so amended shall be the Restated Certificate of Incorporation of the surviving corporation.

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FIFTH: The executed Merger Agreement is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 1010 Wisconsin Avenue, N.W., Washington, D.C. 20007.

SIXTH: On request, the surviving corporation will furnish without cost a copy of the Merger Agreement to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of Interstate is as follows:

- (a) 64,939,361 shares of common stock, \$0.01 par value per share, of which 62,000,000 shares are Interstate Class A Common Stock, 1,500,000 shares are Interstate Class B Common Stock, and 1,439,361 shares are Interstate Class C Common Stock; and
- (b) 10,000,000 shares of preferred stock, of which 70,000 shares are designated as Interstate Series A Preferred Stock and 850,000 shares are designated as Series B Convertible Preferred Stock, par value \$0.01 per share.

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IN WITNESS WHEREOF, the undersigned has signed his name, this 25th day of July, 2002 and by such act affirms, under penalties of perjury, that this instrument constitutes the act and deed of the Corporation and that the facts stated herein are true.

MERISTAR HOTELS & RESORTS, INC.

By: /s/ Christopher L. Bennett

Christopher L. Bennett
Senior Vice President and General Counsel

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EXHIBIT A

FIRST: The text of Article I of the Corporation's Certificate of Incorporation is hereby amended and restated to read in full as follows:

<http://www.sec.gov/Archives/edgar/data/1059341/000095014202000746/ex312-form8a1...> 12/30/2002

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"The name of the corporation is Interstate Hotels & Resorts, Inc. (the "Corporation").";

SECOND: Section A of Article IV is hereby amended and restated to read in its entirety as follows:

"A. Capitalization. The total number of shares that the Corporation shall have the authority to issue is: two hundred and fifty five million (255,000,000), which shall be two hundred and fifty million (250,000,000) shares of common stock, par value of one cent (\$0.01) per share (the "Common Stock"), and five million (5,000,000) shares of preferred stock, par value of one cent (\$0.01) per share (the "Preferred Stock").";

THIRD: Section B of Article V is hereby amended and restated to read in its entirety as follows:

"B. Number. Until the date (the "Termination Date") that is 18 months after the effective time of the merger between the Corporation and Interstate Hotels Corporation, a Maryland corporation, the Board shall consist of thirteen (13) members, and such number may be changed only with the affirmative vote of at least 75% of the then existing members of the Board. After the Termination Date, the Board shall consist of not less than three (3) and not more than fifteen (15) members. The exact number of directors within the minimum and maximum limitations specified in the preceding sentence shall be fixed from time to time by resolution adopted by a majority of the entire Board that would be in office, if no vacancy existed, whether or not present at a meeting."; and

FOURTH: The following is hereby added as Section J of Article V:

"J. Nomination. Until the Termination Date, unless such person has resigned, has retired or is no longer able to serve as a director by reason of death, disqualification, removal from office or any other cause, the Corporation shall nominate the following directors for election at each meeting of the Corporation's stockholders at which directors may be elected:

NAME	CLASS
----	-----
Paul W. Whetsell.....	Class I
Thomas F. Hewitt.....	Class I

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John Emery.....	Class I
J. Taylor Crandall.....	Class I
Karim J. Alibhai.....	Class II
Joseph J. Flannery.....	Class II
Raymond C. Mikulich.....	Class II
Mahmood J. Khimji.....	Class II
Sherwood M. Weiser.....	Class II
Steven D. Jorns.....	Class III

James B. McCu..... Class III
Leslie R. Doggett..... Class III
John J. Russell, Jr..... Class III"

</TEXT>

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