

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

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:	345 Park Avenue 31st Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10154
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Registration Number:	2207053	WELLESLEY CLUB
Registration Number:	2447804	WELLESLEY INN & SUITES
Registration Number:	2588413	WELLESLEY INNS & SUITES
Registration Number:	2591497	WELLESLEY INNS & SUITES
Registration Number:	2752345	WELLESLEY INNS & SUITES
Registration Number:	1947411	WELLESLEY INN & SUITES
Registration Number:	2417443	WELLESLEY INN & SUITES VALUE NEVER LOOKED THIS GOOD!
Registration Number:	2343393	
Registration Number:	2611728	WELLESLEY WEEKENDER
Registration Number:	2446251	WELLESLEY INN
Registration Number:	2718919	WELLESLEY INN
Registration Number:	1528973	WELLESLEY INNS
Registration Number:	2718966	WELLESLEY SUITES

OP \$815.00 2207053

Registration Number:	2736210	WELLESLEY SUITES
Registration Number:	2820296	WELLESLEY SUITES
Registration Number:	1801255	VALUE NEVER LOOKED THIS GOOD
Registration Number:	2838240	THE BEST VALUE GOING. OR COMING BACK.
Registration Number:	2506259	STAY AT HOME AWAY WITH WELLESLEY INN & SUITES
Registration Number:	2313466	EXTRAORDINARY INNS AT AFFORDABLE PRICES
Registration Number:	2863391	PRIME HOTEL & CONFERENCE CENTER
Registration Number:	1788615	PRIME HOSPITALITY CORP.
Registration Number:	1879029	P
Registration Number:	2845822	PRIME HOTELS & RESORTS
Registration Number:	2845823	P PRIME HOTELS & RESORTS
Serial Number:	76587513	P
Serial Number:	76589595	P PRIME HOTEL & SUITES
Serial Number:	76591412	PRIME HOTEL
Serial Number:	76414390	PRIME HOTELS
Serial Number:	76414389	PRIME SUITES
Serial Number:	76454366	P PRIME SUITES
Serial Number:	76454367	P PRIME HOTEL
Serial Number:	76459667	YOUR TIME IS PRIME

CORRESPONDENCE DATA

Fax Number: (304)416-3190
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 305-416-3180
Email: dl@lydeckerwadsworth.com
Correspondent Name: Deborah Lee
Address Line 1: 1201 Brickell Avenue Suite 200
Address Line 4: Miami, FLORIDA 33131

NAME OF SUBMITTER:	Deborah Lee
Signature:	/deborah lee/
Date:	03/22/2005

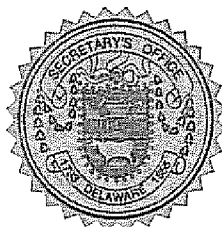
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Delaware

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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 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.



3840870 8100

040726932

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3400718

DATE: 10-08-04

TRADEMARK

REEL: 003050 FRAME: 0527

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

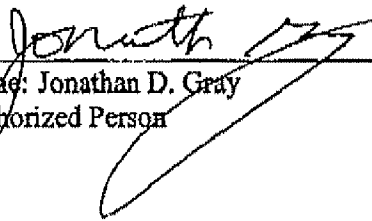
**AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
BREP IV HOTELS ACQUISITION L.L.C.**

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