

Form PTO-1594 (Rev. 03-05)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

KSL, Baltimore Resort, Inc.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) April 2, 2004

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: CNL Baltimore Resort, LP

Internal Address: _____

Street Address: 450 S. Orange Avenue

City: Orlando

State: Florida

Country: USA Zip: 32801

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship Delaware
- Corporation Citizenship _____
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,638,986 and 2,668,361

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: C. Douglas McDonald

Internal Address: _____

Street Address: P.O. Box 3239

City: Tampa

State: Florida Zip: 33601-3239

Phone Number: 813-229-4234

Fax Number: 813-229-4133

Email Address: trademarks@carltonfields.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 03-0683

Authorized User Name C. Douglas McDonald

9. Signature:

C. Douglas McDonald
Signature

2/4/05
Date

C. Douglas McDonald

Name of Person Signing

Total number of pages including cover sheet, attachments, and document 3

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "KSL BILTMORE RESORT, INC." TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "KSL BILTMORE RESORT, INC." TO "CNL BILTMORE RESORT, LP", FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 2004, AT 2:08 O'CLOCK P.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
 AUTHENTICATION: 3031924

DATE: 04-02-04

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TRADEMARK
REEL: 003058 FRAME: 0814

CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED PARTNERSHIP

This Certificate of Conversion from a Corporation to a Limited Partnership, dated as of April 2, 2004, is being duly executed and filed by KSL BILTMORE RESORT, INC., a Delaware corporation (the "*Company*"), and by CNL RESORT SPE GP, LLC, a Delaware limited liability company and the sole general partner of CNL BILTMORE RESORT, LP, a Delaware limited partnership (the "*LP*") to convert the Company to the LP under the General Corporation Law of the State of Delaware, 8 Del. C. § 101 et seq. (the "*DGCL*") and the Delaware Revised Uniform Limited Partnership Act, 6 Del. C. § 17-101 et seq. (the "*LP Act*").

1 The name of the Company under which it was originally incorporated in the State of Delaware is KSL ARIZONA BILTMORE RESORT, INC. and the name of the Company immediately prior to the filing of this Certificate of Conversion from a Corporation to a Limited Partnership is KSL BILTMORE RESORT, INC.

2 The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated in the State of Delaware on November 20, 2000, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion from a Corporation to a Limited Partnership.

3 The name of the limited partnership into which the corporation is herein being converted as set forth in its Certificate of Limited Partnership is CNL BILTMORE RESORT, LP.

4 The conversion has been approved in accordance with the provisions of Section 266 and Section 228 of the DGCL.

KSL BILTMORE RESORT, INC.

By: /s/ Barry A. N. Bloom
Barry A. N. Bloom
Senior Vice President

CNL BILTMORE RESORT, LP,
by CNL RESORT SPE GP, LLC, a Delaware
limited liability company, as its sole General
Partner

By: /s/ Barry A. N. Bloom
Barry A. N. Bloom
Senior Vice President

*State of Delaware
Secretary of State
Division of Corporations
Delivered 02:08 PM 04/02/2004
FILED 02:08 PM 04/02/2004
SRV 040238310 - 331805 FILE*

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