

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 Grand Wailea Resort, Inc.

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

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

**2. Name and address of receiving party(ies)**  Yes  
Additional names, addresses, or citizenship attached?  No

Name: CNL Grand Wailea Resort, LP  
Internal Address: \_\_\_\_\_  
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)

**3. Nature of conveyance )/Execution Date(s) :**  
Execution Date(s) April 2, 2004

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

**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) SEE ATTACHED

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:** 5

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 140.00**

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 3/8/05  
Signature Date  
C. Douglas McDonald  
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

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

CH \$140.00 030683 2424824

SERIAL NUMBER	REGISTRATION NUMBER	MARK
75/792184	2424824	GRAND WAILEA RESORT
75/699464	2415265	GRAND WAILEA RESORT HOTEL & SPA
75/701069	2397289	GRAND WAILEA RESORT HOTEL & SPA AND DESIGN
75/699463	2341049	MISCELLANEOUS DESIGN (5 LEAF CLOVER)
75/699465	2508506	SPA GRANDE

# Delaware

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*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 GRAND WALLEA RESORT, INC." TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "KSL GRAND WALLEA RESORT, INC." TO "CNL GRAND WALLEA RESORT, LP", FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 2004, AT 2:10 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: 3031841

DATE: 04-02-04

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REEL: 003059 FRAME: 0578

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03/08/04 17:06 ST 17:05 NO 496498.043 7 5

**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 GRAND WAILEA 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 GRAND WAILEA 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 GRAND WAILEA 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 GRAND WAILEA 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 19, 1998, 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 GRAND WAILEA RESORT, LP.

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

KSL GRAND WAILEA RESORT, INC.

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

CNL GRAND WAILEA 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 02:10 PM 04/02/2004  
FILED 02:10 PM 04/02/2004  
SRV 040238425 - 2968593 FILE*

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