

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 Desert Resorts, 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 Desert 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: 10

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 265.00

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 \$265.00 030683 2633246

SERIAL NUMBER		
75/584,675	2,533,245	CELESTIAL SHOWER
75/866,538		GOLF'S HOME TOWN
76/026,875	2,524,368	MAGIC GARDEN & DESIGN
75/398,718	2,275,534	REALITY CAN WAIT
75/837,152	2,391,644	SACRED STONE THERAPY
75/584,676	2,367,747	SPA LA QUINTA
75/583,151	2,367,741	SPA LA QUINTA & DESIGN
76/261,109	2,527,472	SUN OVER MOUNTAIN DESIGN
74/707,392	2,279,591	WESTERN HOME OF GOLF IN AMERICA
75/473,979	2,380,331	WESTERN HOME OF GOLF IN AMERICA

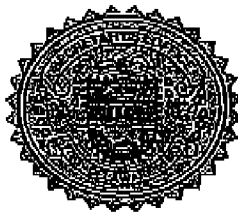
Delaware

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 DESERT RESORTS, INC." TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "KSL DESERT RESORTS, INC." TO "CNL DESERT RESORT, LP", FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 2004, AT 2:06 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: 3031907

DATE: 04-02-04

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TRADEMARK
REEL: 003059 FRAME: 0628

(FRI) 4 2:04:17:09 07 17:05 NO 4864901648 F 0

**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 DESERT RESORTS, 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 DESERT 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 DESERT RESORTS, 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 DESERT RESORTS, 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 July 15, 1993, 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 DESERT RESORT, LP.

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

KSL DESERT RESORTS, INC.

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

CNL DESERT 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 02:06 PM 04/02/2004
FILED 02:06 PM 04/02/2004
SRV 040241457 - 2343825 FILE*

WDEL-SRV0108126601