

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 Recreation Corporation

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 Resort Recreation, LP
 Internal
 Address: 450 S. Orange Avenue
 Street Address: _____
 City: Orlando
 State: Florida
 Country: USA Zip: _____

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)
78/286,891

B. Trademark Registration No.(s)

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: 1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

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 3/14/05
 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) 306-5998, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 030683 78286891

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 RECREATION CORPORATION" TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "KSL RECREATION CORPORATION" TO "CNL RESORT RECREATION, LP", FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 2004, AT 2:36 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2337005 8100V

040238030

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3031913

DATE: 04-02-04

TRADEMARK
REEL: 003065 FRAME: 0432

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 RECREATION CORPORATION, a Delaware corporation (the "*Company*"), and by CNL RESORT HOSPITALITY GP, LLC, a Delaware corporation and the sole general partner of CNL RESORT RECREATION, 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 RECREATION CORPORATION 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 RECREATION CORPORATION.

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 May 19, 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 RESORT RECREATION, LP.

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

KSL RECREATION CORPORATION

By: 

Barry A. N. Bloom
Senior Vice President

CNL RESORT RECREATION, LP,
by CNL RESORT HOSPITALITY GP, LLC, a
Delaware corporation as its sole General Partner

By: 

Barry A. N. Bloom
Senior Vice President

(FBI) 4. 2.04 16:45 37. 16:56 NO. 4864906120 P. 18

**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 RECREATION CORPORATION, a Delaware corporation (the "*Company*"), and by CNL RESORT HOSPITALITY GP, LLC, a Delaware Limited Liability Company and the sole general partner of CNL RESORT RECREATION, 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 RECREATION CORPORATION 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 RECREATION CORPORATION.

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 May 19, 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.

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

KSL RECREATION CORPORATION

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

CNL RESORT RECREATION, LP,
by CNL RESORT HOSPITALITY 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 02:36 PM 04/02/2004
FILED 02:36 PM 04/02/2004
SRV 040238030 - 2337005 FILE*

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