

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
KSL Hotel Corp.		04/02/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	CNL Resort Hotel, LP		
Street Address:	450 S. Orange Avenue		
City:	Orlando		
State/Country:	FLORIDA		
Postal Code:	32801		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	75703164	BLUE LAGOON	
CORRESPONDENCE DATA			
Fax Number:	(813)229-4133		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	trademarks@carltonfields.com		
Correspondent Name:	C. Douglas McDonald		
Address Line 1:	P.O. Box 3239		
Address Line 4:	Tampa, FLORIDA 33601		
NAME OF SUBMITTER:	C. Douglas McDonald		
Signature:	/C. Douglas McDonald/		
Date:	04/25/2005		

CH \$40.00 75703164

Total Attachments: 5
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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 HOTEL CORP." TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "KSL HOTEL CORP." TO "CNL RESORT HOTEL, LP", FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 2004, AT 2:07 O'CLOCK P.M.

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

2362906 8100V

040238165



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3031910

DATE: 04-02-04

TRADEMARK
REEL: 003072 FRAME: 0604

**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 HOTEL CORP., a Delaware corporation (the "Company"), and by CNL RESORT SPE GP, LLC, a Delaware limited liability company and the sole general partner of CNL RESORT HOTEL, 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 HOTEL CORP. 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 HOTEL CORP.
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 December 8, 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 HOTEL, LP.
4. The conversion has been approved in accordance with the provisions of Section 266 and Section 228 of the DGCL.

KSL HOTEL CORP.

By: /s/ Barry A. N. Bloom

Barry A. N. Bloom
Senior Vice President

CNL RESORT HOTEL, 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 02:07 PM 04/02/2004
FILED 02:07 PM 04/02/2004
SRV 040238165 - 2362906 FILE*

Delaware

PAGE 2

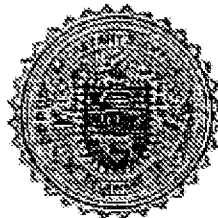
The First State

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 LIMITED PARTNERSHIP OF "CNL RESORT HOTEL, LP" FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 2004, AT 2:07 O'CLOCK P.M.

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

2362906 8100V

040238165



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3031910

DATE: 04-02-04

TRADEMARK
REEL: 003072 FRAME: 0606

**CERTIFICATE OF
LIMITED PARTNERSHIP
OF
CNL RESORT HOTEL, LP**

This Certificate of Limited Partnership of **CNL RESORT HOTEL, LP** (the "Partnership"), dated as of April 2, 2004, is being duly executed and filed by **CNL RESORT SPE GP, LLC**, a Delaware limited liability company, its sole general partner, to form a limited partnership under the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17.

FIRST: The name of the limited partnership formed hereby is: **CNL RESORT HOTEL, LP.**

SECOND: The address of the registered office of the Partnership in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name and address of the registered agent for service of process on the Partnership in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801.

THIRD: The name and address of the sole general partner of the Partnership is as follows: **CNL RESORT SPE GP, LLC**, 450 South Orange Avenue, Orlando, FL 32801-3336.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the date first above written.

CNL RESORT SPE GP, LLC, a
Delaware limited liability company,
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 02:07 PM 04/02/2004
FILED 02:07 PM 04/02/2004
SRV 040238165 - 2362906 FILE*

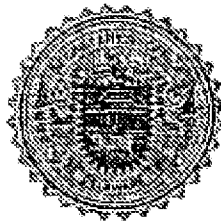
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RESORT HOTEL, LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF APRIL, A.D. 2004.



2362906 8300

040246279

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3031901

DATE: 04-02-04