

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 Desert Resorts, Inc.		04/02/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	CNL Desert Resort, LP		
Street Address:	420 South Orange Avenue		
City:	Orlando		
State/Country:	FLORIDA		
Postal Code:	32801		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2397149	LA QUINTA	
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 33601-3239		
ATTORNEY DOCKET NUMBER:	49818/18628		
NAME OF SUBMITTER:	C. Douglas McDonald		
Signature:	/C. Douglas McDonald/		
Date:	08/07/2006		

CH \$40.00 2397149

Total Attachments: 4

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**TRADEMARK
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Delaware

PAGE 1

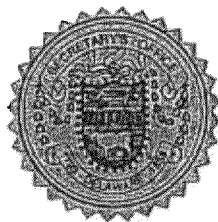
The First State

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 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.

2343835 8100V

040241457



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3031907

DATE: 04-02-04

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**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 - 2343835 FILE

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

This Certificate of Limited Partnership of **CNL DESERT RESORT, 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 DESERT RESORT, 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 02:06 PM 04/02/2004
FILED 02:06 PM 04/02/2004
SRV 040241457 - 2343835 FILE

Delaware

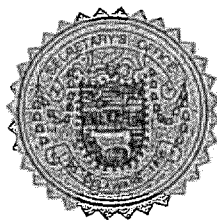
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL DESERT RESORT, 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.

2343835 8300

040241457



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3031909

DATE: 04-02-04

RECORDED: 08/07/2006

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