

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Conversion to Corporation	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Hotel Tonight, LLC		04/27/2011	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Hotel Tonight, Inc.		
Street Address:	217 South B. Street		
City:	San Mateo		
State/Country:	CALIFORNIA		
Postal Code:	94401		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	85184118	H	
Serial Number:	85184110	H HOTEL TONIGHT	
Serial Number:	85184097	HOTELTONIGHT	
CORRESPONDENCE DATA			
Fax Number:	(206)359-9000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	206.359.8000		
Email:	pctrademarks@perkinscoie.com		
Correspondent Name:	Grace Han Stanton		
Address Line 1:	1201 Third Avenue, Suite 4800		
Address Line 4:	Seattle, WASHINGTON 98101-3099		
ATTORNEY DOCKET NUMBER:	71627-0003		
NAME OF SUBMITTER:	Grace Han Stanton		

CH \$90.00 85184118

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TRADEMARK
 REEL: 004530 FRAME: 0934

Signature:	/Grace Han Stanton/
Date:	04/28/2011
Total Attachments: 3 source=Conversion#page1.tif source=Conversion#page2.tif source=Conversion#page3.tif	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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 LIMITED LIABILITY COMPANY UNDER THE NAME OF "HOTEL TONIGHT, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "HOTEL TONIGHT, LLC" TO "HOTEL TONIGHT, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2011, AT 9:28 O'CLOCK P.M.

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

4936609 8100V

110464933

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8723524

DATE: 04-28-11

TRADEMARK
REEL: 004530 FRAME: 0936

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:28 PM 04/27/2011
FILED 09:28 PM 04/27/2011
SRV 110464933 - 4936609 FILE

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW**

- 1.) The jurisdiction where the Limited Liability Company first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Limited Liability Company first formed is February 4, 2011.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is Hotel Tonight, LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Hotel Tonight, Inc.
- 6.) At the initial date and time of the effectiveness of the Certificate of Conversion and adoption of the Certificate of Incorporation (the "Effective Time"), the following conversion (the "Conversion") shall occur: (i) each Common Interest of Hotel Tonight, LLC issued and outstanding immediately prior to the Effective Time shall be converted into one (1) share of Common Stock and (ii) each Class A Interest of Hotel Tonight, LLC issued and outstanding immediately prior to the Effective Time shall be converted into one (1) share of Common Stock.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 27th day of April, A.D. 2011.

By: /s/ Sam Shank

Name: Sam Shank
Title: Managing Director

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "HOTEL TONIGHT, INC." FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2011, AT 9:28 O'CLOCK P.M.

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



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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8723524

DATE: 04-28-11

RECORDED: 04/28/2011

TRADEMARK
REEL: 004530 FRAME: 0938