

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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Mail documents to be recorded with required cover sheet(s) Information to:
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Expires 06/30/99
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U.S. Department of Commerce
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Barbara L. Arnold



August 28, 2000

Name of Person Signing

Signature

Date Signed

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P. 02/04
(\$125.-)

FILED # C18146-96

DEC 30 1999

IN THE OFFICE OF
De. Hill
DEAN HILLEN SECRETARY OF STATE

ARTICLES OF MERGER

OF

PROMUS HOSPITALITY CORPORATION
(a Delaware corporation)

AND

HILTON HOSPITALITY, INC.
(a Nevada corporation)

To the Secretary of State
State of Nevada

Pursuant to the provisions of Chapter 92A, Nevada Revised Statutes, the foreign corporation and the domestic corporation herein named do hereby adopt the following Articles of Merger.

1. A Plan of Merger for merging Promus Hospitality Corporation, a business corporation organized under the laws of the State of Delaware, with and into Hilton Hospitality, Inc., a business corporation organized under the laws of the State of Nevada, has been adopted by the Board of Directors of Promus Hospitality Corporation and by the Board of Directors of Hilton Hospitality, Inc. A copy of such Plan of Merger can be obtained from the headquarters of Hilton Hospitality, Inc., 9336 Civic Center Drive, Beverly Hills, CA 90210.
2. The merger of Promus Hospitality Corporation with and into Hilton Hospitality, Inc. is permitted by the laws of the jurisdiction of organization of Promus Hospitality Corporation and has been authorized in compliance with such laws, under which Promus Hospitality Corporation is governed.
3. The said Plan of Merger was submitted to the stockholders of Promus Hospitality Corporation pursuant to the provisions of the laws of its jurisdiction of organization, and the manner of approval thereof by said stockholders was as follows:

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(i) The designation, the number of outstanding shares, and the number of votes entitled to be cast by each class entitled to vote on the said Plan of Merger are as follows:

(a) Designation of class:	Common
(b) Number of outstanding shares of class:	7,895
(c) Number of votes of class entitled to be cast:	7,895

(ii) The total number of votes cast for and against the merger herein provided for by each class entitled to vote on the said Plan of Merger is as follows:

(a) Designation of class:	Common
(b) Number of votes of class cast for Plan of Merger:	7,895
(c) Number of votes of class cast against Plan of Merger:	-0-

(iii) The said number of votes cast for the said Plan of Merger was sufficient for the approval thereof by the said class.

4. The said Plan of Merger was approved by the unanimous written consent of the stockholders of Hilton Hospitality, Inc. by its Board of Directors, pursuant to the provisions of Chapter 92A, Nevada Revised Statutes.

5. No amendments to the Articles of Incorporation of Hilton Hospitality, Inc. are effected by the merger herein provided for.

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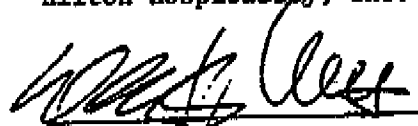
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6. The merger herein provided for shall become effective in the State of Nevada on December 30, 1999.

Signed on December 28, 1999.



President
Hilton Hospitality, Inc.



Secretary
Hilton Hospitality, Inc.