

FORM PTO-1618A
Expires 06/30/98
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 # 002096 Frame # 0723

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

- Merger
- Change of Name
- Other to correct a merger recordal previously recorded to an incorrect registration number

Conveying Party

Mark if additional names of conveying parties attached

Name Promus Hospitality Corporation

Execution Date
Month Day Year
12/28/1999

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Hilton Hospitality, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 9336 Civic Center Drive

Address (line 2) _____

Address (line 3) Beverly Hills

California

90210

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other _____

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.)

Citizenship/State of Incorporation/Organization Nevada

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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Expires 08/30/99
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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:

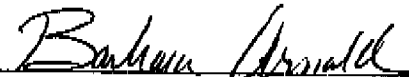
Yes

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 Arnold



Nov. 28 2001

Name of Person Signing

Signature

Date Signed

DEC-29-1999 09:46

P. 02/84
(#125-)

FILED # C181416-96

DEC 30 1999

IN THE OFFICE OF
Dean Hill
DEAN HILLER 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:

12/29/1999 01:52EP MLR155 F140-888-38805

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DEC-29-1999 09:47

P.03/04

(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.

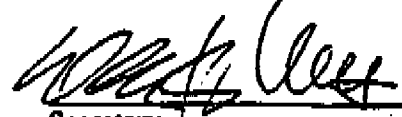
~~DEC 28 1999 09:47~~

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.

JUL 25 '00

STATE OF NEVADA
Secretary of State
I hereby certify that this is a
true and complete copy of the
document filed in this office

Dean Heller

DEAN HELLER - Secretary of State

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Barbara Arnold - Trademark Administrator
Legal Division
755 Crossover Lane
Memphis, Tennessee 38117
Fax # (901) 374-5050

TELECOPIER TRANSMITTAL SHEET

November 30, 2001

TO: US Patent & Trademark Office **Fax:** 703.306.5995
FROM: Barbara Arnold **Phone:** 901 374 5099
Trademark Administrator
No. Pages: 8
(including cover sheet)

If transmission is faulty, please contact Jennifer Watson at 901 374 5027.

RE: Corrective Document
Recordal of Merger re USPTO Registration No. 1305512

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