

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Hotel TM Corp

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation- State: Delaware
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) April 3 2006

- Assignment Merger
- Security Agreement Change of Name
- Other _____

2. Name and address of receiving party(ies)

- Yes
- No

Additional names, addresses, or citizenship attached? _____

Name: Wyndham TM Corp.

Internal Address: _____

Street Address: 10750 West Charleston, Suite 100

City: Las Vegas

State: Nevada

Country: USA Zip: 89131

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Delaware
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No (s)
76/462600

B. Trademark Registration No (s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
WYNDHAM VACATION RESORTS

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Kay Lyn Schwartz

Internal Address: Gardere Wynne Sewell LLP

3000 Thanksgiving Tower

Street Address: 1601 Elm Street

City: Dallas

State: Texas Zip: 75201-4761

Phone Number: 214-999-4702

Fax Number: 214-999-3623

Email Address: kschwartz@gardere.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 07-0153

Authorized User Name Kay Lyn Schwartz

9. Signature: Kay Lyn Schwartz

Signature

4-12-06

Date

Kay Lyn Schwartz

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents: 6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 070153 76462600

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "WYNDHAM TM CORP." AS RECEIVED AND FILED IN THIS OFFICE.

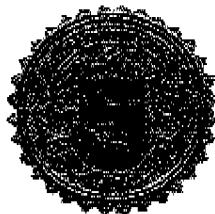
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2005, AT 1:49 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "HOTEL TM CORP." TO "WYNDHAM TM CORP.", FILED THE SIXTH DAY OF APRIL, A.D. 2006, AT 4:49 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "WYNDHAM TM CORP.".

4029169 8100H
060330705



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4653857

DATE: 04-07-06

TRADEMARK
REEL: 003289 FRAME: 0684

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 01:58 PM 6/23/2005
 FILED 01:49 PM 06/23/2005
 SRV 050748282 - 40:00569 FILE

**CERTIFICATE OF INCORPORATION
 OF
HOTEL TM CORP.**

FIRST: The name of the corporation is Hotel TM Corp. (hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, each having a par value of \$0.01.

FIFTH: The name and mailing address of the Sole Incorporator is as follows:

Lynn A. Feldman
 Centant Corporation
 1 Campus Drive
 Parsippany, NJ 07054

SIXTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an

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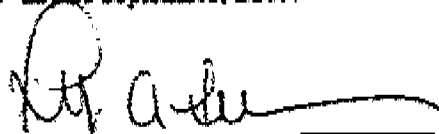
improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such power and do all such acts and things as may be exercised or done by the Corporation, subject nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH: Meetings of the stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the GCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true and accordingly have hereunto set my hand this 12th day of September, 2005.



Lynn A. Feldman
Sole Incorporator

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 04:58 PM 04/06/2006
 FILED 04:49 PM 04/06/2006
 SRV 060326801 - 4029159 FILE

**CERTIFICATE OF AMENDMENT
 TO
 CERTIFICATE OF INCORPORATION
 OF
HOTEL TM CORP.**

Hotel TM Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable an amendment to the Certificate of Incorporation of the Corporation to change the name of the Corporation to "Wyndham TM Corp."

SECOND: That in lieu of a meeting and vote of the stockholder, the stockholder has given its unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware by adopting the following resolutions:

"RESOLVED, that Article FIRST of the Certificate of Incorporation be amended to read as follows:

FIRST: The name of the Corporation is Wyndham TM Corp.

FURTHER RESOLVED, that the foregoing name change shall be effective upon the filing of this certificate."

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Stephen P. Holmes, its President and Chief Executive Officer, this 3rd day of April, 2006.



 Stephen P. Holmes
 President and Chief Executive Officer