

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
HOTEL TM CORP.		04/06/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	WYNDHAM TM CORP.		
Street Address:	10750 WEST CHARLESTON BLVD.		
Internal Address:	SUITE 130		
City:	LAS VEGAS		
State/Country:	NEVADA		
Postal Code:	89135		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	78763968	WYNDHAM WORLDWIDE	
Serial Number:	78763881	WYNDHAM WORLDWIDE	
CORRESPONDENCE DATA			
Fax Number:	(973)496-4624		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	9734965139		
Email:	susan.crane@cendant.com		
Correspondent Name:	Susan L. Crane		
Address Line 1:	1 Sylvan Way		
Address Line 4:	Parsippany, NEW JERSEY 07054		
ATTORNEY DOCKET NUMBER:	WYNDHAM TM CORP		
NAME OF SUBMITTER:	Susan L. Crane		
Signature:	/susanlcrane/		

CH \$65.00 78763968

Date:

06/02/2006

Total Attachments: 4

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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 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:

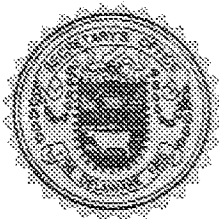
CERTIFICATE OF INCORPORATION, FILED THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2005, AT 1:49 O'CLOCK P.M.

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: 003321 FRAME: 0199

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 \$.01.

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

Lynn A. Feldman
Cendant 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

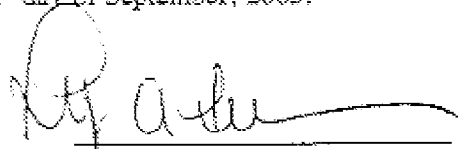
improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior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

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 sole 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