

09-09-1998

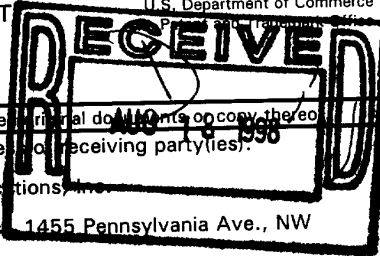
FORM PTO-1594  
1-31-92



100824535

SHEET 1

U.S. Department of Commerce



Tab settings ⇄ ⇄ ⇄

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents on copy thereof.

1. Name of conveying party(ies):  
GVGAC No. 1, Inc. *mes 8-18-98*

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and Address of receiving party(ies):

Name: MTI Vacations, Inc.  
 Internal Address: 1455 Pennsylvania Ave., NW  
 Street Address: Suite 350  
 Washington, DC 20004

3. Nature of conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: May 5, 1998

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

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)  
 Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)

B. Trademark registration No.(s)  
 2,054,577 YOUR BEST BUY IS MTI  
 1,286,456 MTI VACATIONS (& Design)  
 1,286,459 MTI VACATIONS

Additional numbers attached?  Yes  No

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

Name: Timothy J. Lyden  
 Internal Address: Hogan & Hartson, LLP  
 \_\_\_\_\_  
 \_\_\_\_\_  
 Street Address: 8300 Greensboro Drive,  
Suite 1100  
 City McLean State: VA Zip 22102

6. Total number of applications and registrations involved: ..... **3**

7. Total fee (37 CFR 3.41): ..... **\$90.00**

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
08-2550  
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.*

Timothy J. Lyden      *Timothy J. Lyden*      8/18/98  
 Name of Person Signing      Signature      Date

Total number of pages comprising cover sheet: **4**

09/06/1998 INGIUYEH 00000067 2054577  
 01 FB: 81      40.00 OP  
 02 FC:482      50.00 OP



**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
GVGAC No. 1, Inc.**

**GVGAC No. 1, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:**

**FIRST:** That in accordance with the requirements of Section 242 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation, acting by written consent signed by all of the directors of the Corporation pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, duly adopted resolutions: (1) proposing and declaring advisable changing the name of the Corporation to "MTI Vacations, Inc."; (2) proposing and declaring advisable the amendment of the Certificate of Incorporation of the Corporation to reflect such name change; and (3) recommending that such name change and amendment be submitted to the sole stockholder of the Corporation for their consideration, action and approval.

**SECOND:** That the amendments to the Certificate of Incorporation of the Corporation are as follows:

"Article I" of the Certificate of Incorporation is hereby amended in its entirety as follows:

**ARTICLE I**

The name of the corporation is MTI Vacations, Inc. (hereinafter referred to as the "Corporation").

**THIRD:** That thereafter, pursuant to resolution of the Board of Directors, the sole stockholder of the Corporation, acting by written consent pursuant to Section 228(d) of the General Corporation Law of the State of Delaware, duly approved such name change and the aforesaid amendment to the Certificate of Incorporation of the Corporation to reflect such name change.

**FOURTH:** That the aforesaid amendments to the Certificate of Incorporation of the Corporation were duly adopted in accordance with the provisions of Sections 141(f), 228, 229 and 242 of the General Corporation Law of the State of Delaware.

**FIFTH:** That upon this Certificate of Amendment of Certificate of Incorporation of GVGAC No. 1, Inc. becoming effective, the name of the Corporation shall be changed to MTI Vacations, Inc.

IN WITNESS WHEREOF, GVGAC No. 1, Inc. has caused this Certificate of Amendment of Certificate of Incorporation to be duly signed by J. Raymond Lewis, its President, on May 5, 1998.

GVGAC NO. 1, INC.

By: J. Raymond Lewis  
J. Raymond Lewis  
President and Chief Operating Officer

Attest:

Daniel Raskas  
Daniel Raskas  
Secretary

[CORPORATE SEAL]

HOGAN & HARTSON  
L.L.P.

Writer's Direct Dial  
(703) 610-6147

8300 GREENSBORO DRIVE  
McLEAN, VIRGINIA 22102  
TEL (703) 610-6100  
FAX (703) 610-6200

August 18, 1998

VIA COURIER AND RETURN

**Box ASSIGNMENTS**

Assistant Commissioner of Patents and Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513

**RE: Recordation of Assignment**

Dear Sir:

Enclosed is a Recordation Form Cover Sheet which reflects the following Chan  
of Name:

Assignor: GVGAC No. 1, Inc.

Assignee: MTI Vacations, Inc.

Mark: 1,286,456 - MTI VACATIONS (& Design)  
1,286,459 - MTI VACATIONS  
2,054,577 - YOUR BEST BUY IS MTI

Execution Date: May 5, 1998

We have enclosed is a check in the amount of \$90.00 to cover the required filing fee. In the event the funds in the check are insufficient for recordation of this transaction or the check is not enclosed, please debit our deposit account (08-2550) and cite our reference number (68410.04).

TRADEMARK FEE PROCESS.  
RECEIVED  
1998 AUG 18 9 4: 10  
US PATENT &  
TRADEMARK OFFICE

WASHINGTON, DC

BRUSSELS BUDAPEST LONDON MOSCOW PARIS\* PRAGUE\* WARSAW

BALTIMORE, MD BETHESDA, MD COLORADO SPRINGS, CO DENVER, CO LOS ANGELES, CA

WASHINGTON OFFICE: 555 THIRTEENTH STREET NW, WASHINGTON DC 20004-1109 TEL: (202) 637-5600 FAX: (202) 637-5910

\*Affiliated Office

TRADEMARK  
REEL: 1784 FRAME: 0282

HOGAN & HARTSON L.L.P.

**Box ASSIGNMENTS**

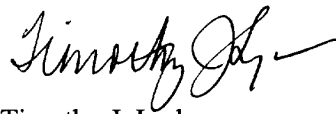
Assistant Commissioner of Patents and Trademarks

August 18, 1998

Page 2

Please date stamp the enclosed postcard filing receipt and return it to the messenger who is filing this document.

Sincerely,

A handwritten signature in black ink, appearing to read "Timothy J. Lyden", with a horizontal line extending to the right.

Timothy J. Lyden  
Counsel to MTI Vacations, Inc.

mc 68410.04 / 80334.01 cgl  
Enclosures

cc: David L. Kaye  
Kenneth J. Hautman

mc 59006.1 / 0017449.01

**RECORDED: 08/18/1998**

**TRADEMARK  
REEL: 1784 FRAME: 0283**