

10-15-1998

FORM PTO-1618A

Expires 06/30/99
OMB 0651-0027

100859862

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

MRD

10-598

10-15-1998 13

CONFIDENTIAL

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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 attachedExecution 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 attachedName DBA/AKA/TA Composed of Address (line 1) Address (line 2) Address (line 3) ☐ 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.)

10/15/1998 TTU01 00000110 2149266

FOR OFFICE USE ONLY

01 FC:481
02 FC:48240.00 00
273.00 00

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231TRADEMARK
REEL: 1799 FRAME: 0300

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 (916) 442-0400

Name

REGINA J. SCHRODER

Address (line 1)

300 CAPITOL MALL

Address (line 2)

SUITE 1100

Address (line 3)

SACRAMENTO

Address (line 4)

CALIFORNIA 95814

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)

75364410

75406381

75406197

75284355

75406798

75455025

Registration Number(s)

2149266

1821742

2038010

1668123

1667871

2174712

Number of Properties

Enter the total number of properties involved.

12

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 315

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.

BRUCE BITNOFF, SECRETARY

Name of Person Signing

Signature

Date Signed



SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

102-9-100



Bill Jones

Secretary of State

A0510518

1579525
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
USA STUDENT TRAVEL

FILED
the office of the Secretary of State
of the State of California

JUN 26 1998

Bill Jones
BILL JONES, Secretary of State

John Doby and Bruce Bitnoff certify that:

1. They are the President and Secretary, respectively, of USA STUDENT TRAVEL, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ONE: The name of this corporation is USA CONSOLIDATED TRAVEL GROUP.

TWO: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THREE: This corporation is authorized to issue only one class of shares, all of which shall be designated common stock. The total number of shares it is authorized to issue is 60,000, with a \$.001 par value per share.

FOUR: The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. This corporation is also authorized, to the fullest extent permissible under California law, to indemnify its agents (as defined in Section 317 of the California Corporations Code), whether by by-law, agreement or otherwise, for breach of duty to this corporation and its shareholders in excess of that expressly permitted by Section 317 and to advance defense expenses to its agents in connection with such matters as they are incurred, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code. If, after the effective date of this Article, California law is amended in a manner which permits a corporation to limit the monetary or other liability of its directors or to authorize indemnification of, or advancement of such defense expenses to, its directors or other persons, in any such case to a greater extent than is permitted on such effective date, the references in this Article to "California law" shall to that extent be deemed to refer to California law as so amended.

3. The foregoing amendment and restatement of articles of incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding voting shares of the corporation is 1000. The number of shares voting in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: _____

6/25/98

John Doby
John Doby, President

Bruce Bitnoff
Bruce Bitnoff, Secretary



TRADEMARK

REEL: 1799 FRAME: 0304

RECORDED: 10/05/1998