

11-06-1998



100873182

COVER SHEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

Y

10 27 98

Tab settings: ⇨⇨⇨ ▼

To the Honorable Commission

of the attached original documents or copy thereof.

1. Name of conveying party (ies):

**Preview Travel, Inc.**

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

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

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

Name: **Preview Travel, Inc.**

Internal Address: \_\_\_\_\_

Street Address: **747 Front Street**

City: **San Francisco**                      State: **CA** ZIP: **94111**

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

If assignment 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) and addresses attached?    Yes    No

3. Nature of conveyance:

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

Execution Date: **11-18-97**

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

**See attachment**

Additional numbers attached?    Yes    No

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

Name: **Wilson Sonsini Goodrich & Rosati**

Internal Address: **Andrew P. Bridges**  
**Harold J. Milstein**

Street Address: **650 Page Mill Road**

City: **Palo Alto**                      State: **CA**                      ZIP: **94304**

6. Total number of applications and registrations involved:                      6

7. Total fee (37 CFR 3.41)                      \$165.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
23-2415 Attn: 6038-500  
(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.*

**Harold J. Milstein**                      *Harold J. Milstein*                      10-23-98  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document:                      18

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

11/04/1998 JMWKINS 00000107 1434512  
40.00 OP  
125.00 OP

TRADEMARK  
REEL: 1809 FRAME: 0699

**Trademark Registration Nos. for:**

**Preview Travel, Inc.**

<b><u>Registration Nos.</u></b>
1,434,512
1,521,297
2,093,791
2,171,709
2,156,928
2,137,566

# State of California

SECRETARY OF STATE



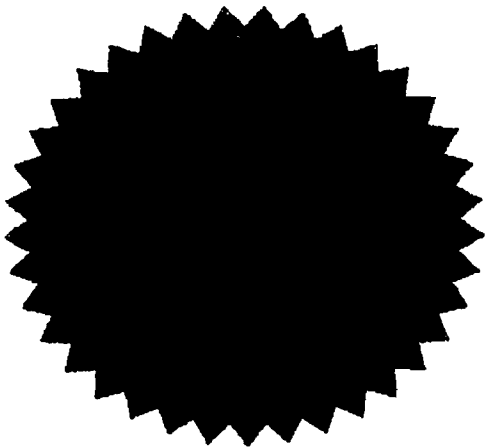
*15 pages*

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

That the attached transcript has been compared with the record on file in this office, 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

NOV 20 1997



*Bill Jones*

Secretary of State

0555548  
State of Delaware

Office of the Secretary of State

PAGE ENDORSED-FILED  
In the office of the Secretary of State  
of the State of California

NOV 18 1997

BILL JONES, Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"PREVIEW TRAVEL, INC.", A CALIFORNIA CORPORATION,  
WITH AND INTO "PREVIEW TRAVEL, INC." UNDER THE NAME OF "PREVIEW TRAVEL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF NOVEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2795027 8100M  
971388055

AUTHENTICATION: 8758622  
DATE: 11-14-97

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 11/14/1997  
971388055 - 2795027

**AGREEMENT AND PLAN OF MERGER  
OF PREVIEW TRAVEL, INC.,  
A DELAWARE CORPORATION,  
AND  
PREVIEW TRAVEL, INC.,  
A CALIFORNIA CORPORATION**

This Agreement and Plan of Merger dated as of November 14, 1997 (the "Agreement") is between Preview Travel, Inc., a California corporation ("Preview Travel-California"), and Preview Travel, Inc., a Delaware corporation ("Preview Travel-Delaware"). Preview Travel-Delaware and Preview Travel-California are sometimes referred to in this Agreement as the "Constituent Corporations."

**RECITALS**

A. Preview Travel-Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 57,684,536 shares, of which 50,000,000 are designated "Common Stock," \$0.001 par value and 7,684,536 of which are designated "Preferred Stock," \$0.001 par value. The Preferred Stock is designated in five separate series of which 236,250 shares are designated Series A Preferred Stock, 798,410 are designated Series B Preferred Stock, 999,876 are designated Series C Preferred Stock, 1,950,000 are designated Series D Preferred Stock and 2,700,000 are designated Series E Preferred Stock. As of the date of this Agreement, 100 shares of Preview Travel-Delaware Common Stock were issued and outstanding, all of which are held by Preview Travel-California, and no shares of Preferred Stock were issued and outstanding.

B. Preview Travel-California is a corporation duly organized and existing under the laws of the State of California and has an authorized capital of 38,469,073 shares, of which 23,100,000 are designated "Common Stock," \$0.01 par value and 15,369,073 of which are designated "Preferred Stock," \$0.01 par value. The Preferred Stock is designated in five separate series of which 472,500 shares are designated Series A Preferred Stock, 1,596,821 are designated Series B Preferred Stock, 1,999,752 are designated Series C Preferred Stock, 3,900,000 are designated Series D Preferred Stock and 5,400,000 are designated Series E Preferred Stock. As of the date of this Agreement, 3,892,641 shares of Common Stock were issued and outstanding, 472,500 shares of Series A Preferred Stock, 1,596,821 shares of Series B Preferred Stock, 1,974,749 shares of Series C Preferred Stock, 2,985,952 shares of Series D Preferred Stock and 5,037,351 shares of Series E Preferred Stock were issued and outstanding.

C. The Board of Directors of Preview Travel-California has determined that, for the purpose of effecting the reincorporation of Preview Travel-California in the State of Delaware, it is advisable and in the best interests of Preview Travel-California that Preview Travel-California merge with and into Preview Travel-Delaware upon the terms and conditions provided in this Agreement.

D. The respective Boards of Directors of Preview Travel-Delaware and Preview Travel-California have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective stockholders and executed by the undersigned officers. This Agreement has been approved in writing by the holders of all outstanding stock.

**AGREEMENT**

In consideration of the mutual agreements and covenants set forth herein, Preview Travel-Delaware and Preview Travel-California hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

1. **Merger.**

1.1 **Merger.** In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the California General Corporation Law, Preview Travel-California shall be merged with and into Preview Travel-Delaware (the "Merger"), the separate existence of Preview Travel-California shall cease and Preview Travel-Delaware shall be, and is sometimes referred to below as, the "Surviving Corporation." and the name of the Surviving Corporation shall be Preview Travel.

1.2 **Filing and Effectiveness.** The Merger shall become effective upon completion of the following actions:

(a) Adoption and approval of this Agreement and the Merger by the stockholders of each Constituent Corporation in accordance with the applicable requirements of the Delaware General Corporation Law and the California General Corporation Law;

(b) The satisfaction or waiver of all of the conditions precedent to the consummation of the Merger as specified in this Agreement;

(c) The filing with the Secretary of State of Delaware of an executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law; and

(d) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the California General Corporation Law shall have been filed with the Secretary of State of California.

The date and time when the Merger becomes effective is referred to in this Agreement as the "Effective Date of the Merger."

1.3 **Effect of the Merger.** Upon the Effective Date of the Merger, the separate existence of Preview Travel-California shall cease and Preview Travel-Delaware, as the Surviving Corporation, (a) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (b) shall be subject to all actions previously taken by its and Preview Travel-California's Board of Directors, (c) shall succeed, without other transfer, to all of the assets, rights, powers and property of Preview

Travel-California in the manner more fully set forth in Section 259 of the Delaware General Corporation Law, (d) shall continue to be subject to all of the debts, liabilities and obligations of Preview Travel-Delaware as constituted immediately prior to the Effective Date of the Merger, and (e) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Preview Travel-California in the same manner as if Preview Travel-Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the California General Corporation Law.

## **2. Charter Documents, Directors and Officers**

**2.1 Certificate of Incorporation.** The Certificate of Incorporation of Preview Travel-Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

**2.2 Bylaws.** The Bylaws of Preview Travel-Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

**2.3 Directors and Officers.** The directors and officers of Preview Travel-Delaware immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

## **3. Manner of Conversion of Stock**

**3.1 Preview Travel-California Common Stock.** Upon the Effective Date of the Merger, each two (2) shares of Preview Travel-California Common Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such share or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of Common Stock, \$0.001 par value, of the Surviving Corporation.

**3.2 Preview Travel-California Preferred Stock.** Upon the Effective Date of the Merger, each two (2) shares of Preview Travel-California Series A, Series B, Series C, Series D and Series E Preferred Stock, issued and outstanding immediately prior thereto, which shares are convertible into such number of shares of Preview Travel-California Common Stock as set forth in the Preview Travel-California Articles of Incorporation, as amended, shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one fully paid and non-assessable share of Series A, Series B, Series C, Series D and Series E Preferred Stock of the Surviving Corporation, \$0.001 par value, respectively, having such rights, preferences and privileges as set forth in the Certification of Incorporation of the Surviving Corporation, which shares of Preferred Stock shall be convertible into the same number of shares of the Surviving Corporation's Common

Stock, \$0.001 par value as such share of Preview Travel-California Preferred Stock was convertible into shares of Preview Travel-California Common Stock immediately prior to the Effective Date of the Merger, subject to adjustment pursuant to the terms of the Certificate of Incorporation of the Surviving Corporation.

### **3.3 Preview Travel-California Options and Convertible Securities.**

(a) Upon the Effective Date of the Merger, the Surviving Corporation shall assume the obligations of Preview Travel-California under Preview Travel-California's 1988 Stock Option Plan, 1997 Stock Option Plan, 1997 Employee Stock Purchase Plan, 1997 Directors' Stock Incentive Plan and all other employee benefit plans of Preview Travel-California. Each outstanding and unexercised option, other right to purchase, or security convertible into, Preview Travel-California Common Stock or Preferred Stock (a "Right") shall become, subject to the provisions in paragraph (c) hereof, an option, right to purchase, or a security convertible into the Surviving Corporation's Common Stock or Preferred Stock, respectively, on the basis of one share of the Surviving Corporation's Common Stock or Preferred Stock, as the case may be, for each two (2) shares of Preview Travel-California Common Stock or Preferred Stock, issuable pursuant to any such Right, on the same terms and conditions and at an exercise price equal to the product of two times the exercise price applicable to any such Preview Travel-California Right at the Effective Date of the Merger. This paragraph 3.3(a) shall not apply to Preview Travel-California Common Stock or Preferred Stock. Such Common Stock and Preferred Stock are subject to paragraph 3.1 and 3.2 hereof, respectively.

(b) A number of shares of the Surviving Corporation's Common Stock and Preferred Stock shall be reserved for issuance upon the exercise or conversion of Rights equal to the one share of Preview Travel-Delaware for two shares of Preview Travel-California Common Stock and Preferred Stock so reserved immediately prior to the Effective Date of the Merger.

(c) The assumed Rights shall not entitle any holder thereof to a fractional share upon exercise or conversion. In lieu thereof, any fractional share interests to which a holder of an assumed Right (other than an option issued pursuant to Preview Travel-Delaware's California's 1988 Stock Option Plan, 1997 Stock Option Plan, 1997 Employee Stock Purchase Plan, 1997 Directors' Stock Incentive Plan) would otherwise be entitled upon exercise or conversion shall be aggregated (but only with other similar Rights which have the same per share terms). To the extent that after such aggregation, the holder would still be entitled to a fractional share with respect thereto upon exercise or conversion, the holder shall be entitled upon the exercise or conversion of all such assumed Rights pursuant to their terms (as modified herein), to one full share of Common Stock or Preferred Stock in lieu of such fractional share. With respect to each class of such similar Rights, no holder will be entitled to more than one full share in lieu of a fractional share upon exercise or conversion.

Notwithstanding the foregoing, with respect to options issued under the Preview Travel-California's 1988 Stock Option Plan, 1997 Stock Option Plan, 1997 Employee Stock Purchase Plan, 1997 Directors' Stock Incentive Plan that are assumed in the Merger, the number of shares of Common Stock to which the holder would be otherwise entitled upon exercise of each such



assumed option following the Merger shall be rounded down to the nearest whole number and the exercise price shall be rounded up to the nearest whole cent. In addition, no "additional benefits" (within the meaning of Section 424(a)(2) of the Internal Revenue Code of 1986, as amended) shall be accorded to the optionees pursuant to the assumption of their options.

**3.4 Preview Travel-Delaware Common Stock.** Upon the Effective Date of the Merger, each share of Common Stock, \$0.001 par value, of Preview Travel issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Preview Travel-Delaware, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

**3.5 Exchange of Certificates.** After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of Preview Travel-California Common Stock or Preferred Stock may be asked to surrender the same for cancellation to an exchange agent, whose name will be delivered to holders prior to any requested exchange (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the appropriate class and series of the Surviving Corporation's capital stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of Preview Travel-California capital stock shall be deemed for all purposes to represent the number of whole shares of the appropriate class and series of the Surviving Corporation's capital stock into which such shares of Preview Travel-California capital stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of capital stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing capital stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of Preview Travel-California so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for shares of Surviving Corporation's stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and comply with applicable securities laws and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of the issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of the Surviving Corporation that such tax has been paid or is not payable.

**3.6 Fractional Shares.** No fractional share interests of the Surviving Corporation shall be issued. Any fractional share interests to which a holder would otherwise be entitled shall be aggregated so that no Preview Travel-California shareholder shall receive cash in an amount greater than the value of one (1) full share of Preview Travel-Delaware Common Stock.

**4. General**

**4.1 Covenants of Preview Travel-Delaware.** Preview Travel-Delaware covenants and agrees that it will, on or before the Effective Date of the Merger:

(a) File any and all documents with the California Franchise Tax Board necessary for the assumption by Preview Travel Delaware of all of the franchise tax liabilities of Preview Travel-California; and

(b) Take such other actions as may be required by the California General Corporation Law.

**4.2 Further Assurances.** From time to time, as and when required by Preview Travel-Delaware or by its successors or assigns, there shall be executed and delivered on behalf of Preview Travel-California such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Preview Travel-Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Preview Travel-California and otherwise to carry out the purposes of this Agreement, and the officers and directors of Preview Travel-Delaware are fully authorized in the name and on behalf of Preview Travel-California or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

**4.3 Abandonment.** At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Preview Travel-California or Preview Travel-Delaware, or both, notwithstanding the approval of this Agreement by the shareholders of Preview Travel-California or by the sole stockholder of Preview Travel-Delaware, or by both.

**4.4 Amendment.** The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (a) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (b) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (c) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class of shares or series of capital stock of such Constituent Corporation.

**4.5 Registered Office.** The registered office of the Surviving Corporation in the State of Delaware is located at 1013 Centre Road, City of Wilmington, County of New Castle. The Corporation Service Company is the registered agent of the Surviving Corporation at such address.

**4.6 Agreement.** Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 747 Front Street, San Francisco, California 94111 and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

**4.7 Governing Law.** This Agreement and all acts and transactions pursuant hereto and the rights and obligations of the parties hereto shall be governed, construed and interpreted in accordance with the laws of the State of California, without giving effect to principles of conflicts of law.

**4.8 Counterparts.** This Agreement may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

08/31/98 17:05  
AUG. 31. 1998 4:19PM

415 233 8386  
VENTURE LAW GROUP

NO. 075 P. 11/17

NOV. 13. 1997 4:12PM

VENTURE LAW GROUP

NOV 13 1997

The undersigned authorized representatives of the Constituent Corporation have executed and acknowledged this Agreement as of the date first set forth above.

PREVIEW TRAVEL, INC.  
a Delaware corporation

Kenneth R. Pelowick  
Kenneth R. Pelowick  
President

PREVIEW TRAVEL, INC.  
a California corporation

Kenneth J. Orton  
Kenneth J. Orton  
President and Chief Executive Officer

W1M031.01

**PREVIEW TRAVEL, INC.**

**A California Corporation**

**OFFICERS' CERTIFICATE OF APPROVAL OF THE MERGER**

David E. Lambert and Mark A. Medearis certify that:

1. They are the Executive Vice President and the Assistant Secretary, respectively, of Preview Travel, Inc., a corporation organized under the laws of the State of California.
2. The corporation has authorized two classes of stock, designated "Common Stock" and "Preferred Stock," respectively.
3. There were 3,892,049 shares of Common Stock, 472,500 shares of Series A Preferred Stock, 1,596,821 shares of Series B Preferred Stock, 1,974,749 shares of Series C Preferred Stock, 2,985,952 shares of Series D Preferred Stock and 5,037,351 shares of Series E Preferred Stock issued and outstanding as of the record date (the "Record Date") and entitled to vote by written consent of the shareholders whereby the Agreement and Plan of Merger attached hereto (the "Merger Agreement") was approved.
4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of a number of shares of each class and series of stock which equaled or exceeded the vote required.
5. The percentage vote required was (a) more than 50% of the outstanding shares of Common Stock voting as a separate class, (b) more than 50% of the outstanding shares of Preferred Stock voting as a separate class, and (c) more than 50% of the outstanding shares of Series D Preferred Stock and Series E Preferred Stock, voting together as a separate class.

[signature page follows]

David E. Lambert and Mark A. Medearis further declare under penalty of perjury under the laws of the States of California and Delaware that each has read the foregoing certificate and knows the contents thereof and that the same is true and correct of his own knowledge.

This certificate may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

Executed in San Francisco, California on 11/17, 1997.



\_\_\_\_\_  
David E. Lambert  
Executive Vice President

\_\_\_\_\_  
Mark A. Medearis,  
Assistant Secretary

David E. Lambert and Mark A. Medearis further declare under penalty of perjury under the laws of the States of California and Delaware that each has read the foregoing certificate and knows the contents thereof and that the same is true and correct of his own knowledge.

This certificate may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

Executed in San Francisco, California on 11/17, 1997.

\_\_\_\_\_  
David E. Lambert  
Executive Vice President

Mark A. Medearis  
Mark A. Medearis,  
Assistant Secretary

**PREVIEW TRAVEL**

**A Delaware Corporation**

**OFFICER'S CERTIFICATE OF APPROVAL OF MERGER**

David E. Lambert and Mark A. Medearis certify that:

1. They are the Executive Vice President and the Assistant Secretary, respectively, of Preview Travel, Inc., a corporation organized under the laws of the State of Delaware.
2. The corporation has authorized two classes of stock, designated "Common Stock" and "Preferred Stock," respectively.
3. There are 100 shares of Common Stock outstanding and entitled to vote on the Agreement and Plan of Merger attached hereto (the "Merger Agreement"). There are no shares of Preferred Stock outstanding.
4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of a number of shares of each class and series of stock which equaled or exceeded the vote required.
5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of outstanding shares of Common Stock.

[signature page follows]



David E. Lambert and Mark A. Medearis further declare under penalty of perjury under the laws of the States of California and Delaware that each has read the foregoing certificate and knows the contents thereof and that the same is true and correct of his own knowledge.

This certificate may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

Executed in San Francisco, California on 11/17, 1997.

\_\_\_\_\_  
David E. Lambert  
Executive Vice President

Mark A. Medearis  
Mark A. Medearis,  
Assistant Secretary

David E. Lambert and Mark A. Medearis further declare under penalty of perjury under the laws of the States of California and Delaware that each has read the foregoing certificate and knows the contents thereof and that the same is true and correct of his own knowledge.

This certificate may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

Executed in San Francisco, California on 11/17, 1997.



\_\_\_\_\_  
David E. Lambert  
Executive Vice President

\_\_\_\_\_  
Mark A. Medearis,  
Assistant Secretary



Grace

WILSON SONSINI GOODRICH & ROSATI  
PROFESSIONAL CORPORATION

650 PAGE MILL ROAD  
PALO ALTO, CALIFORNIA 94304-1050  
TELEPHONE 650-493-9300 FACSIMILE 650-493-6811  
WWW.WSGR.COM

JOHN ARNOT WILSON  
RETIRED

October 23, 1998

Box Assignment Branch - Fee  
Commissioner of Patents and Trademarks  
Washington, D.C. 20231

**Re: REQUEST FOR RECORDATION OF AGREEMENT AND PLAN OF  
MERGER OF PREVIEW TRAVEL, INC., A DELAWARE  
CORPORATION, AND PREVIEW TRAVEL, INC., A CALIFORNIA  
CORPORATION**

**MARK: PREVIEW MEDIA**  
**Registration No.: 1,434,512**  
**Registrant: Preview Travel, Inc.**  
**(formerly known as Preview Media, Inc.)**  
**747 Front Street**  
**San Francisco, CA 94111**  
**Registration Date: March 31, 1987**  
**Attorney Docket No.: 06038-TM1001**

**MARK: TRAVEL UPDATE**  
**Registration No.: 2,093,791**  
**Original Applicant: Preview Travel, Inc.**  
**747 Front Street**  
**San Francisco, CA 94111**  
**Registration Date: September 2, 1997**  
**Attorney Docket No.: 06038-TM1014**

CERTIFICATE OF MAILING UNDER  
37 C.F.R. §1.8(a)

I hereby certify that this correspondence is being deposited with the  
United States Postal Service as first class mail in an envelope addressed  
to the Commissioner of Patents and Trademarks, Washington, D.C. 20231, on:

Claire De Long  
Print Name  
Claire De Long  
Signature

10/23/98  
Date of Deposit  
10/23/98  
Date

Commissioner of Patents and Trademarks

October 23, 1998

Page 2

**MARK:** FAREFINDER  
**Registration No.:** 2,156,928  
**Original Applicant:** Preview Travel, Inc.  
747 Front Street  
San Francisco, CA 94111  
**Registration Date:** May 12, 1998  
**Attorney Docket No.:** 06038-TM1016

**MARK:** PREVIEW TRAVEL AND DESIGN  
**Registration No.:** 2,137,566  
**Original Applicant:** Preview Travel, Inc.  
747 Front Street  
San Francisco, CA 94111  
**Registration Date:** February 17, 1998  
**Attorney Docket No.:** 06038-TM1017

**MARK:** RENDEZVOUS  
**Registration No.:** 1,521,297  
**Registrant:** Preview Travel, Inc.  
(formerly known as Preview Media, Inc.)  
747 Front Street  
San Francisco, CA 94111  
**Registration Date:** January 17, 1989  
**Attorney Docket No.:** 06038-TM1007

**MARK:** PREVIEW TRAVEL  
**Registration No.:** 2,171,709  
**Original Applicant:** Preview Travel, Inc.  
747 Front Street  
San Francisco, CA 94111  
**Registration Date:** July 7, 1998  
**Attorney Docket No.:** 06038-TM1015

Dear Commissioner:

Enclosed for filing is a copy of the Agreement and Plan of Merger of Preview Travel, Inc., a Delaware Corporation, and Preview Travel, Inc., a California Corporation and an executed Recordation Form Cover Sheet for the marks listed above.

Commissioner of Patents and Trademarks

October 23, 1998

Page 3

Also enclosed is a check made payable to the "Commissioner of Patents and Trademark" in the amount of \$165.00 for the recording of this Agreement and Plan of Merger of Preview Travel, Inc., a Delaware Corporation, and Preview Travel, Inc., a California Corporation. The Commissioner is authorized to charge any additional fees which may be required or credit any overpayment to Deposit Account No. 23-2415 Attn.: 06038-500

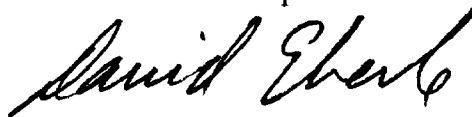
Please return a confirmation of the Request for Recordation of the Agreement and Plan of Merger of Preview Travel, Inc., a Delaware Corporation, and Preview Travel, Inc., a California Corporation with the stamped reel and frame numbers to Harold J. Milstein at the address shown below and please take note that all correspondence regarding the enclosed Agreement and Plan of Merger of Preview Travel, Inc., a Delaware Corporation, and Preview Travel, Inc., a California Corporation and the related registrations should be directed to:

Andrew P. Bridges  
Harold J. Milstein  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
650 Page Mill Road  
Palo Alto, CA 94304  
Phone (650) 493-9300

I would appreciate your acknowledging receipt of the attached Agreement and Plan of Merger of Preview Travel, Inc., a Delaware Corporation, and Preview Travel, Inc., a California Corporation, Recordation Form Cover Sheet, and filing fee by stamping the enclosed postcard with the date received and returning it to me.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation



David C. Eberle  
Legal Assistant

Enclosures

cc: Andrew P. Bridges (w/encl.)  
Harold J. Milstein (w/o encl.)

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