

NEP
11-16-98

RECORDATION FORM
TRADEMARK

11-20-1998

U.S. DEPARTMENT OF COMMERCE
Trademark Office



100905021

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

1. Name of conveying party(ies):
American Express Newco Two, Inc.

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 1, 1998

2. Name and address of receiving party(ies):
Name: Empress Travel, Ltd.

Internal Address: 3 World Financial Center
200 Vesey Street
City: New York State: NY ZIP: 10285

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)
1,933,433 837,303
1,944,015 1,094,742
1,935,654

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: LEYDIG, VOIT & MAYER, LTD.
Attention: Mark J. Liss
Internal Address:
Street Address: 180 North Stetson
Two Prudential Plaza, Suite 4900
City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 5

7. Total Fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 12-1216
(Attach duplicate copy of this page if paying by deposit account)

11/18/1998 DNGUYEN 00000350 121216 1933433 - DO NOT USE THIS SPACE
01 FC:481 40.00 DP
02 FC:482 100.00 CH

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.

Mark J. Liss [Signature] 11-12-98
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1816 FRAME: 0603

State of Delaware

Office of the 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 AMENDMENT OF "AMERICAN EXPRESS NEWCO TWO, INC.", CHANGING ITS NAME FROM "AMERICAN EXPRESS NEWCO TWO, INC." TO "EMPRESS TRAVEL, LTD.", FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 1998, AT 4:30 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2884406 8100

981169523

AUTHENTICATION:

DATE: 9061513

05-05-98

TRADEMARK
REEL: 1816 FRAME: 0604

CERTIFICATE OF AMENDMENT

of the

CERTIFICATE OF INCORPORATION

of

AMERICAN EXPRESS NEWCO TWO, INC.
UNDER SECTION 242 OF THE GENERAL CORPORATION LAW

We, the undersigned, Marianne Toldalagi and Stephen P. Norman, being respectively the Vice President and Secretary of AMERICAN EXPRESS NEWCO TWO, INC. (the "corporation"), DO HEREBY CERTIFY as follows:

FIRST: The name of the corporation is American Express Newco Two, Inc.

SECOND: The certificate of incorporation of the corporation was filed by the Secretary of State on April 15, 1998.

THIRD: Article First of the certificate of incorporation is amended pursuant to Section 242 of the Delaware General Corporation Law ("GCL") to change the name of the corporation. Article First is hereby amended to read as follows;

First: The name of the corporation is Empress Travel, Ltd.

The above amendments were approved by unanimous written consent of the board of directors of the corporation pursuant to Section 242 of the GCL on April 30, 1998 with written consent of the sole shareholder of the corporation pursuant to Section 242 of the GCL on April 30, 1998.

IN WITNESS WHEREOF, we have executed this Certificate, and affirm that the statements made herein are true under the penalties of perjury, on this 30th day of April, 1998.

AMERICAN EXPRESS NEWCO TWO, INC.

By: Marianne Toldalagi
Marianne Toldalagi
Vice President

By: Stephen P. Norman
Stephen P. Norman
Secretary