

01-07-1999

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

FORM PTO-1584
(REV. 6-93)

RECORDATION

CMB No. 001-0011 (REV. 4-94)

TRADE



MRD 12-29-98
Tab settings

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To the Honorable Commissioner of Patents and Trademarks

original documents or copy thereof.

1. Name of conveying party(ies):

MTI VACATIONS, INC

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

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

2. Name and address of receiving party(ies)

Name: JFM INC.

Internal Address: SUITE 1001

Street Address: 1301 WEST 22ND STREET

City: OAK BROOK State: IL ZIP: 60523

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State DELAWARE
- Other

If assignee is not domiciled in the United States, a domestic representative designator is attached: Yes No

(Designations must be a separate document from assignment)

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: MAY 5, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1764810 1950096
1785757 2014457
1785758

Additional numbers attached? Yes No

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

Name: JAMES J. LEGNER

Internal Address: COWAN + MINETZ, CHTD.

Street Address: 180 NORTH LASALLE ST.

SUITE 2901

City: CHICAGO State: IL ZIP: 60601

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00 E

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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01 FC-481
02 FC-482

40.00 OP
100.00 OP

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.

JAMES J. LEGNER

Name of Person Signing

James J. Legner
Signature

12/29/98

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 & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1836 FRAME: 0766

State of Delaware
Office of the Secretary of State

PAGE 1

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 "MTI VACATIONS, INC.", CHANGING ITS NAME FROM "MTI VACATIONS, INC." TO "JFM, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF MAY, A.D. 1998, AT 10:30 O'CLOCK A.M.

0858826 8100

981181533



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

Edward J. Freel, Secretary of State
9077197

AUTHENTICATION: 05-12-98

DATE:

TRADEMARK
REEL: 1836 FRAME: 0767

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

MTI Vacations, Inc.

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of MTI Vacations, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "ONE" so that, as amended, said Article shall be and read as follows:

The name of the corporation is JFM, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Corporation

has caused this certificate to be signed by

William H. Cowan, an Authorized Officer,

this 5th day of May, 1998

By: William H. Cowan
Authorized Officer

Name: William H. Cowan
Print or Type

Title: Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 05/05/1998
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