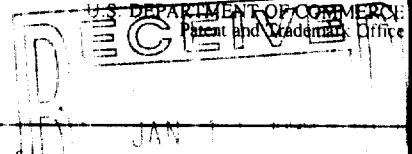


01-13-1999



100941189

2 SHEET



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

1. Name of conveying party(ies): TRAVELOGIX, INC. **NRD**
1-11-99

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

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

2. Name and address of receiving party(ies):
 Name: ltravel.com, Inc.
 Internal Address: _____
 Street Address: 5051 Scout Road
 City: Zionsville State: Pennsylvania ZIP: 18092

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 22, 1998

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

If assignee is not domiciled in the United States, domestic representative designation is attached:
 Yes _____ No _____
 (Designation 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)
75/252,014

B. Trademark registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Russell N. Rippamonti
Jenkins & Gilchrist, P.C.
 Internal Address: _____

 Street Address: 1445 Ross Avenue, Ste. 3200

 City Dallas State: Texas Zip: 75202-2799

6. Total number of applications and registrations involved 1

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

(If check is not received with this correspondence or additional fees are required please charge to deposit account 10-0447.)

8. Deposit Account number:
10-0447
 (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.

Russell N. Rippamonti
 Name of Person Signing

[Signature]
 Signature

1/4/99
 Date

Total number of pages comprising cover sheet: 5



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

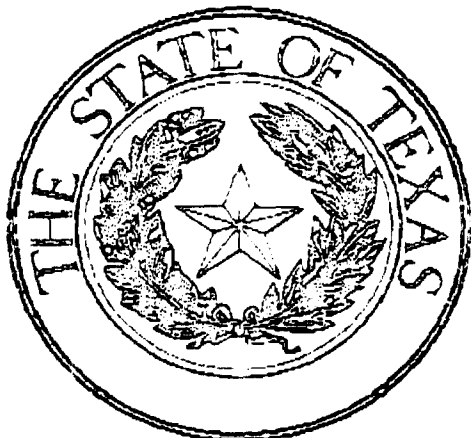
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

NETMEDIA, INC.
a Pennsylvania no permit entity
with
TRAVELOGIX, INC.
a Texas corporation which changed its name to
TRAVEL.COM, INC.

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

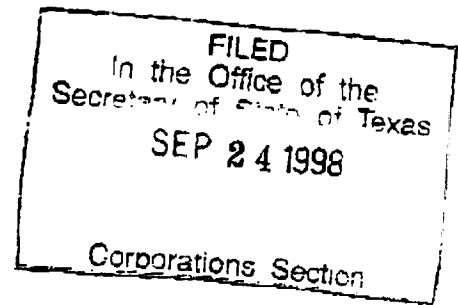
Filed September 24, 1998

Effective September 24, 1998



Alberto R. Gonzales
Secretary of State

**ARTICLES OF MERGER
 OF
 NETMEDIA, INC.
 (a Pennsylvania corporation)
 WITH AND INTO
 TRAVELOGIX, INC.
 (a Texas corporation)**



Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, NetMedia, Inc., a Pennsylvania corporation, and Travelogix, Inc., a Texas corporation, do hereby adopt the following Articles of Merger for the purpose of merging the Pennsylvania corporation with and into the Texas corporation, and hereby certify as follows:

1. The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

<u>Name</u>	<u>State</u>
NetMedia, Inc. ("NetMedia")	Pennsylvania
Travelogix, Inc. ("Travelogix")	Texas

2. An Agreement and Plan of Merger (the "Plan") has been approved
3. The Articles of Incorporation of Travelogix shall be amended to change the name of the surviving corporation to "ltravel.com, Inc."
4. An executed Plan is on file at the principal place of business of the surviving corporation, such address being P. O. Box 58, Stonehedge Farm, Spinnerstown, Pennsylvania 18968.
5. A copy of the Plan will be furnished by Travelogix on written request and without cost to any shareholder of Travelogix, the sole domestic corporation that is a party to the Plan.
6. The number of issued and outstanding shares of capital stock of Travelogix is 2,000,000 shares of common stock, \$0.001 par value per share (the "Travelogix Stock"). The number of issued and outstanding shares of capital stock of NetMedia is 3,271,093 shares of common stock, no par value per share (the "NetMedia Stock").
7. The number of shares of Travelogix Stock which were voted for the Plan was 2,000,000. The number of shares of Travelogix Stock which were voted against the Plan was zero. The number of shares of NetMedia Stock which were voted for the Plan was 3,271,093. The number of shares of NetMedia Stock which were voted against the Plan was zero.
8. The approval of the Plan was duly authorized by all action required by the laws under which NetMedia was incorporated or organized and by its constituent documents.

EXECUTED this 22nd day of September 1998.

TRAVELOGIX, INC.,
a Texas corporation

By: 
Keith Jezek, Vice President and
Chief Financial Officer

NETMEDIA, INC.,
a Pennsylvania corporation


By: _____
Michael Thomas, President

EXECUTED this 22nd day of September 1998.

TRAVELOGIX, INC.,
a Texas corporation

By: _____
Keith Jezek, Vice President and
Chief Financial Officer

NETMEDIA, INC.,
a Pennsylvania corporation

By: 
Michael Thomas, President