

02-09-1999

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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

1-28-99



100959725

Y

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

1. Name of conveying party(ies):  
Hotel Clearing Centre Inc.

Individual(s)       Association  
 General Partnership  
 Limited Partnership  
 Corporation-State  
 Other Corporation of Ontario, Canada

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

2. Name and address of receiving party(ies):  
 Name: The Last Minute Club Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 1300 Don Mills Road  
Don Mills, Ontario  
M3B 2W6, Canada

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other Corporation of Ontario, Canada

If the 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

3. Nature of conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other Articles of Amalgamation

Execution Date: May 1, 1995

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)

B. Trademark registration No.(s)  
No. 1,928,970 & No. 1,895,761

Additional numbers attached?  Yes  No

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

Name: Barrigar & Moss  
 Internal Address: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Street Address: Suite 901,  
2 Robert Speck Parkway  
 City: Mississauga  
 Province: Ontario, Canada  
 Postal Code: L4Z 1H8

6. Total number of applications and registrations involved: . . . . . TWO

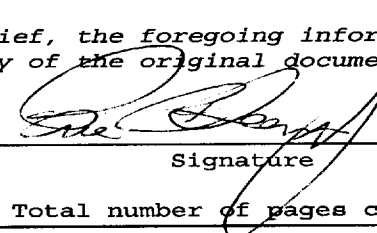
7. Total fee (37 CFR 3.41) . . \$65.00 U.S.

8. Deposit account number:  
13-4764  
 (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.

Eric C. Devenny            January 27, 1999  
 Name of Person Signing      Signature      Date

Total number of pages comprising cover sheet: 19



01-28-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #22

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant: The Last Minute Club Inc.  
Trademarks : **HOTEL CLEARING CENTRE** and  
**SQUARE & SEMI-CIRCLES DESIGN**  
Registration Nos.: 1,895,761 & 1,928,970  
Registered: May 23, 1995 & October 24, 1995  
Class : 42



01-28-1999  
U.S. Patent & TMO/c/TM Mail Rcpt Dt. #22

Assistant Commissioner for Trademarks  
U.S. Patent and Trademark Office  
2900 Crystal Drive  
Arlington, Virginia  
22202-3513, U.S.A.

DESIGNATION OF DOMESTIC REPRESENTATIVE

The undersigned, THE LAST MINUTE CLUB INC., a corporation under the laws of the Province of Ontario, Canada, whose business and situs is 1300 Don Mills Road, Don Mills, Ontario, Canada, M3B 2W6, hereby designates Morrison & Foerster LLP, and in particular, BARRY BRETSCHEIDER, Registration No. 28,055, whose full postal address is 2000 Pennsylvania Avenue, N.W., Suite 5500, Washington, D.C. 2006-1812, U.S.A. as its representative upon whom notices or process in proceedings affecting the marks may be served.

DATE: Dec. 21/98

**THE LAST MINUTE CLUB INC.**

By:   
Name - Nazir Khamis  
Position - Executive Vice President



01-28-1999

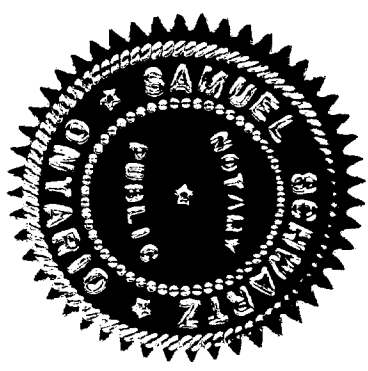
U.S. Patent & TMO/c/TM Mail Rcpt Dt. #22


CANADA )  
 )  
MAY PROVINCE OF ONTARIO )  
 )

TO ALL WHOM THESE PRESENTS  
COME, BE SEEN OR KNOWN

I, **SAMUEL SCHWARTZ**, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of Toronto, in the Municipality of Metropolitan Toronto, in said Province, **DO HEREBY CERTIFY AND ATTEST**, that the paper writing hereunto annexed, is a true photostat copy of a document produced and shown to me and purporting to be the Certificate and Articles of Amalgamation dated May 1, 1995 of THE LAST MINUTE CLUB INC., the said photostat copy having been compared by me with the said original document, an act whereof being requested, I have granted the same under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

**IN TESTIMONY WHEREOF** I have hereto subscribed my name and affixed my Notarial Seal of Office at the City of Toronto, in the Municipality of Metropolitan Toronto, dated November 30, 1998.



  
\_\_\_\_\_  
**SAMUEL SCHWARTZ,**  
A Notary Public  
in and for the Province of Ontario



5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B	Cocher A ou B
-----------------	------------------

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.  
The articles of amalgamation in substance contain the provisions of the articles of incorporation of

B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

THE LAST MINUTE CLUB INC.

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des compagnies qui fusionnent	Ontario Corporation Number Numéro de la compagnie en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation
THE LAST MINUTE CLUB INC.	837879	MAY 1, 1995
1044562 ONTARIO LIMITED	1044562	MAY 1, 1995
TRAVELSAVE LIFE INC.	837901	MAY 1, 1995
HOTEL CLEARING CENTRE INC.	948781	MAY 1, 1995
CLUB TOUT D'SUITE LTEE.	1034067	MAY 1, 1995
DREAM CLASSICS & LIMOUSINES INC.	982952	MAY 1, 1995

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation exercise. Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

NONE

7. The classes and any maximum number of shares that the corporation is authorized to issue: Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

An unlimited number of four classes of shares as follows:

15% cumulative non-participating redeemable voting first preference shares

12% non-cumulative non-participating redeemable non-voting second preference shares

10% non-cumulative participating non-voting third preference shares

common shares

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

The said 15% cumulative non-participating redeemable voting first preference shares (hereinafter called the "first preference shares"), the said 12% non-cumulative non-participating redeemable non-voting second preference shares (hereinafter called the "second preference shares") and the said 10% non-cumulative participating non-voting third preference shares (hereinafter called the "third preference shares") shall have attached thereto the following:

- i) The holders of the first preference shares shall be entitled to receive fixed cumulative preferential dividends at the rate of 15% per share per annum, as and when declared by the Directors, and no more, such dividends to be cumulative from such date or dates not later than six months after the respective dates of issue, as may in the case of each issue be determined by the Board of Directors of the Corporation, or in case no date be so determined, then from the date of allotment and to be payable by half-yearly instalments on the first days of June and December in each year; such cumulative preferential dividends shall be payable before any dividends shall be paid on or set apart for any other shares of the Corporation, and no dividends shall be declared, paid or set apart for payment on or for any other shares of the Corporation unless all the then accumulated dividends upon all outstanding first preference shares shall have been paid or declared and set apart and the current half-yearly instalment of dividends upon the outstanding first preference shares shall have been declared and set apart;
- ii) Holders of the second preference shares shall in each year, in the discretion of the Directors, after providing for the full dividend on the first preference shares but always in preference and priority to any payment of dividends on all other shares of the Corporation for such year, be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends at the rate of 12% per annum on the amount paid up on the second preference shares payable yearly and no more;
- iii) Holders of the third preference shares shall in each year in the discretion of the Directors, after providing for the full dividend on the first preference shares and on the second preference shares but always in preference and priority to any payment of dividends on the common shares for such year, be entitled, out of any or all profits or surplus available for dividends, to non-cumulative dividends at the rate of 6% per annum on the amount paid up on the third preference shares payable yearly;
- iv) Whenever in any fiscal year of the Corporation a dividend of or dividends aggregating 10% of the amount paid up thereon per share shall have been paid or declared and set aside for payment on all the third preference shares and on all the common shares at the time outstanding any and all further dividends declared in such year shall be declared and paid in

equal amounts per share on all the third preference shares and on all the common shares at the time outstanding without preference or distinction;

v) Upon any repayment of capital or in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the first preference shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of any other shares, the amount paid up thereon, together with all unpaid cumulative dividends, whether or not earned or declared, which shall have accrued thereon and which, for such purpose, shall be treated as accruing up to the date of such distribution, and no more; thereafter the holders of the second preference shares shall be entitled to receive, before any distribution of any part of the assets of the Corporation among the holders of the third preference shares and the common shares, the amount paid up on such second preference shares and any dividends declared thereon and unpaid and no more; thereafter the holders of the third preference shares and the holders of the common shares shall share equally, share and share alike in any remaining assets of the Corporation;

vi) The Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the first preference shares and/or the second preference shares on payment for each first preference share to be redeemed of the amount paid up thereon and all unpaid cumulative dividends, whether or not earned or declared, which shall have accrued thereon and which, for such purpose, shall be treated as accruing up to the date of such redemption and on payment for each second preference share to be redeemed of the amount paid up thereon, together with all dividends declared thereon and unpaid; not less than thirty days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed, specifying the date and place or places of redemption; if notice of any such redemption be given by the Corporation in such manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada, as specified in the notice, on or before the date fixed for redemption, dividends on the shares to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited;

vii) The Corporation shall have the right at any time and from time to time to purchase for cancellation the whole or any part of



the first preference shares and/or the second preference shares, as the case may be, at the lowest price at which, in the opinion of the Directors, such shares are obtainable but not exceeding, for the first preference shares, the amount paid up thereon together with a premium of 15% thereof and all unpaid cumulative dividends, whether or not earned or declared, which shall have accrued thereon and which, for such purpose, shall be treated as accruing to the date of such purchase, plus customary brokerage, and not exceeding for the second preference shares the amount paid up thereon, plus a premium of 12% thereof, together with all dividends declared thereon and unpaid, plus customary brokerage;

- viii) The holders of the second preference shares and the holders of the third preference shares shall not be entitled to vote at any meetings of the Shareholders of the Corporation but shall be entitled to notice of meetings of Shareholders called for the purpose of authorizing the dissolution of the Corporation or the sale of its undertaking or a substantial part thereof; the holders of the first preference shares and the holders of the common shares, who, on the record date for voting, appear on the records of the Corporation as holders of such shares, shall be entitled to one vote for each such share held by them respectively at all meetings of Shareholders;

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

- (a) the previous consent of the Directors of the Corporation expressed by a resolution passed by the Board of Directors or by an instrument or instruments in writing signed by all the Directors; or
- (b) the previous consent of the holders of the shares having voting rights from the time being outstanding by a resolution passed by the shareholders or by an instrument or instruments in writing signed by all the Shareholders having voting rights.

10. Other provisions (if any): Autres dispositions, s'il y a lieu:

- i) The number of Shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, Shareholders of the Corporation, is hereby limited to fifty, two or more persons who are the joint registered owners of one or more shares being counted as one Shareholder;
- ii) The Corporation is hereby prohibited from making any invitation to the public to subscribe for securities of the Corporation;
- iii) The Corporation is hereby authorized to purchase from time to time any of its outstanding common shares;
- iv) Every Shareholder of the Corporation entitled to vote at an election of Directors has the right to cast thereat a number of votes equal to the number of votes attached to the shares held by him multiplied by the number of Directors to be elected, and he may cast all of his votes in favour of one candidate or distribute them among the candidates in such manner as he sees fit, and, where he has voted for more than one candidate without specifying the distribution of his votes among such candidates, he shall be deemed to have divided his votes equally among the candidates for whom he votes;
- v) The Chairman presiding at any meeting of Directors of Shareholders of the Corporation shall not have a second or casting vote in case of an equality of votes.

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A". Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les compagnies constituent l'annexe "A".

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B". Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) est/est attachée en tant que l'annexe "B".

These article are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

THE LAST MINUTE CLUB INC.

PER: *Nazir Khamis*  
NAZIR KHAMIS, EXECUTIVE VICE-PRESIDENT

1044562 ONTARIO LIMITED

PER: *Nazir Khamis*  
NAZIR KHAMIS, EXECUTIVE VICE-PRESIDENT

TRAVELSAVE LIFE INC.

PER: *Nazir Khamis*  
NAZIR KHAMIS, EXECUTIVE VICE-PRESIDENT

HOTEL CLEARING CENTRE INC.

PER: *Nazir Khamis*  
NAZIR KHAMIS, EXECUTIVE VICE-PRESIDENT

CLUB TOUT D'SUITE LTEE.

PER: *Nazir Khamis*  
NAZIR KHAMIS, EXECUTIVE VICE-PRESIDENT

DREAM CLASSICS & LIMOUSINES INC.

PER: *Nazir Khamis*  
NAZIR KHAMIS, SECRETARY


SCHEDULE "A"

STATEMENT OF DIRECTOR OR OFFICER  
PURSUANT TO SUBSECTION 178(2) OF  
THE BUSINESS CORPORATIONS ACT (ONTARIO)

I, NAZIR KHAMIS of the Town of Markham in the Regional Municipality of York, Ontario hereby certify and state as follows:

1. This statement is made pursuant to subsection 178(2) of the Business Corporations Act (Ontario) (the "Act").
2. I am the Executive Vice-President and a Director of The Last Minute Club Inc., and as such have knowledge of its affairs;
3. I am the Executive Vice-President of Hotel Clearing Centre Inc. and as such have knowledge of its affairs;
4. I am the Executive Vice-President and a Director of 1044562 Ontario Limited and as such have knowledge of its affairs;
5. I am the Executive Vice-President of Travelsave Life Inc. and as such have knowledge of its affairs;
6. I am the Executive Vice-President of Club Tout D'Suite Ltee. and as such have knowledge of its affairs;
7. I am the Secretary Dream Classics & Limousines Inc. and as such have knowledge of its affairs;
8. I have conducted such examinations of the books and records of The Last Minute Club Inc., 1044562 Ontario Limited, Travelsave Life Inc., Hotel Clearing Centre Inc., Club Tout D'Suite Ltee. and Dream Classics & Limousines Inc. (the "Amalgamating Corporations") as are necessary to enable me to make the statements hereinafter set forth.
9. There are reasonable grounds for believing that, (i) each of the Amalgamating Corporations is and the Corporation to be formed by their amalgamation will be able to pay its liabilities as they become due and (ii) the realizable value of such amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes.
10. There are reasonable grounds for believing that no creditor of either of the Amalgamating Corporations will be prejudiced by the amalgamation.
11. No creditor of any of the Amalgamating Corporations has notified such corporation that he objects to the amalgamation.
12. Based on the statements made above none of the Amalgamating Corporations is obligated to give notice to any creditor.

DATED this 1st day of May, 1995.

  
\_\_\_\_\_  
NAZIR KHAMIS

SCHEDULE "B"

RESOLUTION OF THE BOARD OF DIRECTORS OF  
THE LAST MINUTE CLUB INC.

WHEREAS 1044562 Ontario Limited, Travelsave Life Inc., Hotel Clearing Centre Inc., Club Tout D'Suite Ltee. and Dream Classics & Limousines Inc. are wholly owned subsidiaries of The Last Minute Club Inc. (the "Corporation"), and the Corporation has decided to amalgamate with 1044562 Ontario Limited, Travelsave Life Inc., Hotel Clearing Centre Inc., Club Tout D'Suite Ltee. and Dream Classics & Limousines Inc. pursuant to sub-section 177(1) of the Business Corporations Act (Ontario);

UPON MOTION duly made, seconded and unanimously carried, it was resolved that:

1. The amalgamation of the Corporation and 1044562 Ontario Limited, Travelsave Life Inc., Hotel Clearing Centre Inc., Club Tout D'Suite Ltee. and Dream Classics & Limousines Inc. under the Business Corporations Act (Ontario), pursuant to Subsection 177(1) thereof, be and the same are hereby approved;
2. UPON the endorsement of a Certificate of Amalgamation pursuant to Sub-section 178(4) of the Business Corporations Act (Ontario), all shares of the capital of 1044562 Ontario Limited, Travelsave Life Inc., Hotel Clearing Centre Inc., Club Tout D'Suite Ltee. and Dream Classics & Limousines Inc. including all shares which have been issued and are outstanding at the date hereof, shall be cancelled without any repayment of capital in respect thereof;
3. The Articles of Amalgamation of the amalgamated corporation shall be the same as the Articles of Incorporation of the Corporation;
4. No securities shall be issued by the amalgamated corporation in connection with the amalgamation; and
5. The proper officers of the Corporation be and they are hereby authorized to do all things and to execute all documents necessary or desirable to carry out and give effect to the foregoing.
6. The by-laws of the amalgamating corporation shall be the same as the by-laws of the amalgamating holding corporation.

DATED the 1st day of May, 1995.

"NAZIR KHAMIS"  
NAZIR KHAMIS

The undersigned hereby certifies that the foregoing is a true and complete copy of a Resolution of The Last Minute Club Inc. which was duly passed at a meeting of the Board of Directors of the Corporation duly held on May 1st, 1995, and that the said resolution remains in full force and effect, unamended, at the date hereof.

DATED this 1st day of May, 1995.

  
\_\_\_\_\_  
EXECUTIVE VICE-PRESIDENT

TRADEMARK  
REEL: 1850 FRAME: 0282

SCHEDULE "C"

RESOLUTION OF THE BOARD OF DIRECTORS OF

1044562 ONTARIO LIMITED

WHEREAS 1044562 Ontario Limited (the "Corporation") is a wholly-owned subsidiary of The Last Minute Club Inc. and has decided to amalgamate with The Last Minute Club Inc. pursuant to Subsection 177(1) of the Business Corporations Act (Ontario);

UPON MOTION duly made, seconded and unanimously carried, it was resolved that:

1. The amalgamation of the Corporation and The Last Minute Club Inc. under the Business Corporations Act (Ontario), pursuant to Subsection 177(1) thereof, be and the same is hereby approved;
2. UPON the endorsement of a Certificate of Amalgamation pursuant to Sub-section 178(4) of the Business Corporations Act (Ontario), all shares of the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation of the amalgamated corporation shall be the same as the Articles of Incorporation of The Last Minute Club Inc.
4. No securities shall be issued by the amalgamated corporation in connection with the amalgamation; and
5. The proper officers of the Corporation be and they are hereby authorized to do all things and to execute all documents necessary or desirable to carry out and give effect to the foregoing.
6. The by-laws of the amalgamated corporation shall be the same as the by-laws of the amalgamating holding corporation.

DATED the 1st day of May, 1995

"NAZIR KHAMIS"

NAZIR KHAMIS

The undersigned hereby certifies that the foregoing is a true and complete copy of a Resolution of 1044562 Ontario Limited which was duly passed at a meeting of the Board of Directors of the Corporation duly held on May 1st, 1995, and that the said resolution remains in full force and effect, unamended, at the date hereof.

DATED this 1st day of May, 1995

  
EXECUTIVE VICE-PRESIDENT

SCHEDULE "D"

RESOLUTION OF THE BOARD OF DIRECTORS OF  
TRAVELSAVE LIFE INC.

WHEREAS Travelsave Life Inc. (the "Corporation") is a wholly-owned subsidiary of The Last Minute Club Inc. and has decided to amalgamate with The Last Minute Club Inc. pursuant to Subsection 177(1) of the Business Corporations Act (Ontario);

UPON MOTION duly made, seconded and unanimously carried, it was resolved that:

1. The amalgamation of the Corporation and The Last Minute Club Inc. under the Business Corporations Act (Ontario), pursuant to Subsection 177(1) thereof, be and the same is hereby approved;
2. UPON the endorsement of a Certificate of Amalgamation pursuant to Sub-section 178(4) of the Business Corporations Act (Ontario), all shares of the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation of the amalgamated corporation shall be the same as the Articles of Incorporation of The Last Minute Club Inc.
4. No securities shall be issued by the amalgamated corporation in connection with the amalgamation; and
5. The proper officers of the Corporation be and they are hereby authorized to do all things and to execute all documents necessary or desirable to carry out and give effect to the foregoing.
6. The by-laws of the amalgamated corporation shall be the same as the by-laws of the amalgamating holding corporation.

DATED the 1st day of May, 1995

"NAZIR KHAMIS"

NAZIR KHAMIS

The undersigned hereby certifies that the foregoing is a true and complete copy of a Resolution of Travelsave Life Inc. which was duly passed at a meeting of the Board of Directors of the Corporation duly held on May 1st, 1995, and that the said resolution remains in full force and effect, unamended, at the date hereof.

DATED this 1st day of May, 1995

  
EXECUTIVE VICE-PRESIDENT

SCHEDULE "E"

RESOLUTION OF THE BOARD OF DIRECTORS OF  
HOTEL CLEARING CENTRE INC.

WHEREAS Hotel Clearing Centre Inc. (the "Corporation") is a wholly-owned subsidiary of The Last Minute Club Inc. and has decided to amalgamate with The Last Minute Club Inc. pursuant to Subsection 177(1) of the Business Corporations Act (Ontario);

UPON MOTION duly made, seconded and unanimously carried, it was resolved that:

1. The amalgamation of the Corporation and The Last Minute Club Inc. under the Business Corporations Act (Ontario), pursuant to Subsection 177(1) thereof, be and the same is hereby approved;
2. UPON the endorsement of a Certificate of Amalgamation pursuant to Sub-section 178(4) of the Business Corporations Act (Ontario), all shares of the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation of the amalgamated corporation shall be the same as the Articles of Incorporation of The Last Minute Club Inc.
4. No securities shall be issued by the amalgamated corporation in connection with the amalgamation; and
5. The proper officers of the Corporation be and they are hereby authorized to do all things and to execute all documents necessary or desirable to carry out and give effect to the foregoing.
6. The by-laws of the amalgamated corporation shall be the same as the by-laws of the amalgamating holding corporation.

DATED the 1st day of May, 1995

"NAZIR KHAMIS"

NAZIR KHAMIS

The undersigned hereby certifies that the foregoing is a true and complete copy of a Resolution of Hotel Clearing Centre Inc. which was duly passed at a meeting of the Board of Directors of the Corporation duly held on May 1st, 1995, and that the said resolution remains in full force and effect, unamended, at the date hereof.

DATED this 1st day of May, 1995

  
\_\_\_\_\_  
EXECUTIVE VICE-PRESIDENT



SCHEDULE "F"

RESOLUTION OF THE BOARD OF DIRECTORS OF

CLUB TOUT D'SUITE LTEE.

WHEREAS Club Tout D'Suite Ltee. (the "Corporation") is a wholly-owned subsidiary of The Last Minute Club Inc. and has decided to amalgamate with The Last Minute Club Inc. pursuant to Subsection 177(1) of the Business Corporations Act (Ontario);

UPON MOTION duly made, seconded and unanimously carried, it was resolved that:

1. The amalgamation of the Corporation and The Last Minute Club Inc. under the Business Corporations Act (Ontario), pursuant to Subsection 177(1) thereof, be and the same is hereby approved;
2. UPON the endorsement of a Certificate of Amalgamation pursuant to Sub-section 178(4) of the Business Corporations Act (Ontario), all shares of the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation of the amalgamated corporation shall be the same as the Articles of Incorporation of The Last Minute Club Inc.
4. No securities shall be issued by the amalgamated corporation in connection with the amalgamation; and
5. The proper officers of the Corporation be and they are hereby authorized to do all things and to execute all documents necessary or desirable to carry out and give effect to the foregoing.
6. The by-laws of the amalgamated corporation shall be the same as the by-laws of the amalgamating holding corporation.

DATED the 1st day of May, 1995

"NAZIR KHAMIS"

NAZIR KHAMIS

The undersigned hereby certifies that the foregoing is a true and complete copy of a Resolution of Club Tout D'Suite Ltee. which was duly passed at a meeting of the Board of Directors of the Corporation duly held on May 1st, 1995, and that the said resolution remains in full force and effect, unamended, at the date hereof.

DATED this 1st day of May, 1995

  
EXECUTIVE VICE-PRESIDENT

TRADEMARK  
REEL: 1850 FRAME: 0286

SCHEDULE "G"

RESOLUTION OF THE BOARD OF DIRECTORS OF  
DREAM CLASSICS & LIMOUSINES INC.

WHEREAS Dream Classics & Limousines Inc. (the "Corporation") is a wholly-owned subsidiary of The Last Minute Club Inc. and has decided to amalgamate with The Last Minute Club Inc. pursuant to Subsection 177(1) of the Business Corporations Act (Ontario);

UPON MOTION duly made, seconded and unanimously carried, it was resolved that:

1. The amalgamation of the Corporation and The Last Minute Club Inc. under the Business Corporations Act (Ontario), pursuant to Subsection 177(1) thereof, be and the same is hereby approved;
2. UPON the endorsement of a Certificate of Amalgamation pursuant to Sub-section 178(4) of the Business Corporations Act (Ontario), all shares of the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. The articles of amalgamation of the amalgamated corporation shall be the same as the Articles of Incorporation of The Last Minute Club Inc.
4. No securities shall be issued by the amalgamated corporation in connection with the amalgamation; and
5. The proper officers of the Corporation be and they are hereby authorized to do all things and to execute all documents necessary or desirable to carry out and give effect to the foregoing.
6. The by-laws of the amalgamated corporation shall be the same as the by-laws of the amalgamating holding corporation.

DATED the 1st day of May, 1995

"NAZIR KHAMIS"  
NAZIR KHAMIS

The undersigned hereby certifies that the foregoing is a true and complete copy of a Resolution of Dream Classics & Limousines Inc. which was duly passed at a meeting of the Board of Directors of the Corporation duly held on May 1st, 1995, and that the said resolution remains in full force and effect, unamended, at the date hereof.

DATED this 1st day of May, 1995

  
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SECRETARY