

02-17-1999

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TO THE HON. COMMISSIONER OF P.

TACHED ORIGINAL DOCUMENTS OR COPIES THEREOF.

1. NAME AND ADDRESS OF CONVEYING PARTY

ADVENTURE CLUB OF NORTH AMERICA, INC.

133 Federal Street  
Boston, Massachusetts 02110

(Massachusetts corporation)

Additional names of conveying parties attached? No.

2. NAME AND ADDRESS OF RECEIVING PARTY

CLUB DEVELOPMENT INTERNATIONAL, INC.

133 Federal Street  
Boston, Massachusetts 02110

(Massachusetts corporation)

Additional names of receiving parties attached? No.

3. NATURE OF CONVEYANCE:

- Assignment
- Security Agreement
- Merger
- Change of Name

Execution Date: May 20, 1997

If assignee is not domiciled in the United States, a designation of domestic representative is attached.

4. APPLICATION OR REGISTRATION NUMBER(S)

A. Trademark Application Nos.

75/081,243

Additional numbers attached? No.

B. Trademark Registration Nos.

1,416,990  
2,100,323  
2,161,072  
2,195,728

Additional numbers attached? No.

5. NAME AND ADDRESS OF PARTY TO WHOM CORRESPONDENCE CONCERNING DOCUMENT SHOULD BE MAILED:

TIMOTHY H. HIEBERT  
SAMUELS, GAUTHIER & STEVENS LLP  
225 FRANKLIN STREET, SUITE 3300  
BOSTON, MA 02110

6. TOTAL NUMBER OF APPLICATIONS AND REGISTRATIONS INVOLVED: 5

7. TOTAL FEE DUE: \$ 140  
(Check enclosed)

If any additional fee(s) are due, the Commissioner is hereby authorized to charge the Deposit Account identified in item 8.

8. DEPOSIT ACCOUNT NUMBER: 19-0079

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DO NOT USE THIS SPACE

01 FC:481  
02 FC:482

40.00 OP  
100.00 OP

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.

Timothy H. Hiebert  
Name of Person Signing

Signature

February 3, 1999  
Signature Date

10. Total pages: 4

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

RECEIVED  
JUN 20 11 13 AM '97  
SECRETARY OF THE COMMONWEALTH

## ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

We, Mark Belinsky , \*President / ~~Vice President~~

and Judith I. Jacobs , \*Clerk / ~~Assistant Clerk~~

of Adventure Club of North America, Inc.  
(Exact name of corporation)

located at 133 Federal Street, Boston, MA 02110  
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

1

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

by written consent dated  
of the Articles of Organization were duly adopted ~~at a meeting held on~~ May 14 , 19 97 by vote of

1,000 shares of Common Stock of 1,000 shares outstanding.  
(type, class & series, if any)

           shares of            of            shares outstanding, and  
(type, class & series, if any)

           shares of            of            shares outstanding.  
(type, class & series, if any)

~~\*\*\*being at least a majority of each type, class or series outstanding and entitled to vote thereon; or <sup>2</sup>being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby;~~

To change the name of the corporation to  
"Club Development International, Inc."

\*Delete the inapplicable words.      \*\*Delete the inapplicable clause.  
1 For amendments adopted pursuant to Chapter 156B, Section 70  
2 For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a 1/2" margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

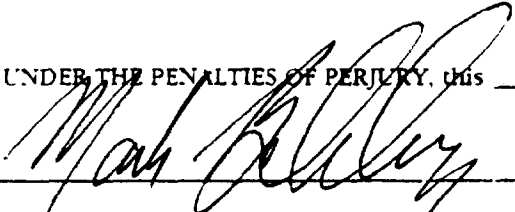
*Change* the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

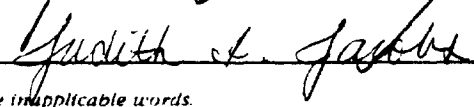
The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: \_\_\_\_\_

SIGNED UNDER THE PENALTIES OF PERJURY, this 16<sup>th</sup> day of May, 1997



\_\_\_\_\_, \*President / ~~\*Vice President~~



\_\_\_\_\_, \*Clerk / ~~\*Assistant Clerk~~

*\*Delete the inapplicable words.*