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To the Honorable Commissioner of Patent 100976272

Send original documents or copy thereof.

1. Name of conveying party(ies):
Cheap Tickets, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Hawaii
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Cheap Tickets, Inc.
Internal Address: The Corporation Trust Company
Street Address: 1209 Orange Street
City: Wilmington State: DE ZIP: 19801
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: January 15, 1999 (effective date) Feb. 1, 1999

4. Application number(s) or patent number:
A. Trademark Application No.(s) 75/390,242; 75/390,367; 75/107,915
02-22-1999
U.S. Patent & TMO/c/TM Mail Rcpt Dt. #70
Trademark Registration No.(s) 2,064,588; 2,064,603; 2,021,749; 2,021,844
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Mark J. Nielsen
Internal Address: _____
03/03/1999 JSHABAZZ 00000035 75390242
01 FC:401 40.00 DP
02 FC:402 150.00 DP
Street Address: 12351 Lake City Way N.E.,
Suite 203
City: Seattle State: WA ZIP: 98125

6. Total number of applications and registrations involved: 7
7. Total fee (37 CFR 3.41).....\$ 190.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: _____
(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.
Mark J. Nielsen Name of Person Signing
 Signature
February 22, 1999 Date

Total number of pages including cover sheet, attachments, and document: 7

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

Honolulu

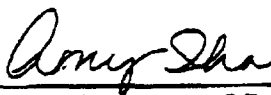
CERTIFICATE OF MERGER

I, KATHRYN S. MATAYOSHI, Director of Commerce and Consumer Affairs of the State of Hawaii, do hereby certify that CHEAP TICKETS, INC., a Hawaii corporation has been merged with and into CHEAP TICKETS, INC., a Delaware corporation; that the name of the surviving corporation is CHEAP TICKETS, INC.; that the Articles of Merger and Plan of Merger in conformity with Chapter 415, Hawaii Revised Statutes, were filed in the Department of Commerce and Consumer Affairs on January 22, 1999, and that the merger became effective on February 1, 1999 at 12:00 a.m., Hawaiian Standard Time.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Commerce and Consumer Affairs, at Honolulu, State of Hawaii, this 1st day of February, 1999.

Director of Commerce and Consumer Affairs

By



Commissioner of Securities

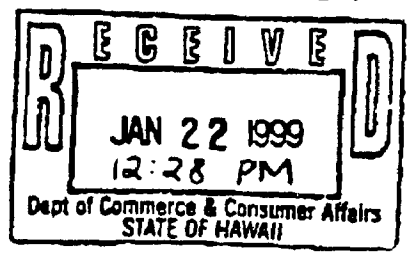
Nonrefundable Filing Fee: \$200.00
Submit Original and One True Copy

PROFIT

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

Business Registration Division
1010 Richards Street

Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810



ARTICLES OF MERGER
(Section 415-74, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, duly authorized officers of the corporations submitting these Articles of Merger, certify as follows:

1. The names and state of incorporation of the corporations proposing to merge are:

Cheap Tickets, Inc. Hawaii
(Type/Print Corporate Name) (State)

Cheap Tickets, Inc. Delaware
(Type/Print Corporate Name) (State)

2. The name and state of incorporation of the surviving corporation is:

Cheap Tickets, Inc. Delaware
(Type/Print Corporate Name) (State)

3. The Plan of Merger is attached as Exhibit A.

4. Vote of the shareholders of the surviving corporation:

| Number of Shares Outstanding | Class/Series | Number of Shares Voting For the Merger | Number of Shares Voting Against the Merger |
|------------------------------|--------------|--|--|
| 100 | Common | 100 | 0 |

5. Vote of the shareholders of the merging corporation:

| Number of Shares Outstanding | Class/Series | Number of Shares Voting For the Merger | Number of Shares Voting Against the Merger |
|------------------------------|----------------------------|--|--|
| 1,033,834 | Common | 1,033,834 | 0 |
| 425,000 | 8 1/2 Redeemable Preferred | 425,000 | 0 |

6. The merger is effective on the date and time of filing or at a later date and time, no more than 30 days after the filing, if so stated. Check only one of the following statements:


- Merger is effective on the date and time of filing.
- Merger is effective on February 1, 1999, at 12:00 a.m., Hawaiian Standard Time, which date is not later than 30 days after filing.

We certify under the penalties of Section 415-136, Hawaii Revised Statutes, that we have read the above statements and that they are true and correct.

Witness our hands this 15th day of January, 1999.

Surviving corporation: Cheap Tickets, Inc., a Delaware Corporation
(Type/Print Corporate Name)

Michael J. Hartley, President
(Type/Print Name & Title)


(Signature of Officer)

Sandra T. Hartley, Secretary
(Type/Print Name & Title)

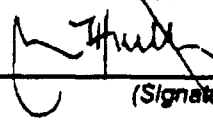

(Signature of Officer)

Merging corporation: Cheap Tickets, Inc., a Hawaii Corporation
(Type/Print Corporate Name)

Michael J. Hartley, President
(Type/Print Name & Title)


(Signature of Officer)

Sandra T. Hartley, Secretary
(Type/Print Name & Title)


(Signature of Officer)

(See Reverse Side for Instructions)

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 MERGER, WHICH MERGES:

"CHEAP TICKETS, INC.", A HAWAII CORPORATION,

WITH AND INTO "CHEAP TICKETS, INC." UNDER THE NAME OF "CHEAP TICKETS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF FEBRUARY, A.D. 1999, AT 1 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, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

2894632 8100M

991039731

AUTHENTICATION: 9551407

DATE: 02-01-99

FEB-01-99 MON 02:22 PM NCR PH# 734-1450

FAX NO. 3027341476

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 02/01/1999
991039731 - 2894632

**CERTIFICATE OF MERGER
OF
CHEAP TICKETS, INC.
(a Hawaii corporation)
AND
CHEAP TICKETS, INC.
(a Delaware corporation)**

Each of the constituent corporations herein named hereby certifies as follows:

1. The constituent business corporations participating in the merger herein certified are: (i) Cheap Tickets, Inc., incorporated under the laws of the State of Hawaii ("CTI Hawaii"); and (ii) Cheap Tickets, Inc., incorporated under the laws of the State of Delaware ("CTI Delaware").

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law, by CTI Hawaii in accordance with Section 415-71 of the Hawaii Business Corporation Act and by CTI Delaware in accordance with Section 252 of the Delaware General Corporation Law.

3. The name of the surviving corporation in the merger herein certified is Cheap Tickets, Inc., which will continue in its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.

4. The Certificate of Incorporation of CTI Delaware, as now in effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows: 1440 Kapiolani Boulevard, Suite 800, Honolulu, Hawaii 96814.

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder or shareholder, as the case may be, of each of the aforesaid constituent corporations.

7. The surviving corporation may be served with process in Hawaii in any proceeding for the enforcement of any obligation of CTI Hawaii and in any proceeding for the enforcement of the rights of a dissenting shareholder of CTI Hawaii against CTI Delaware.

8. CTI Hawaii irrevocably appoints Randall Y.C. Ching, a resident of Hawaii, as its agent to accept service of process in any proceeding for the enforcement of any obligation of CTI

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Hawaii and in any proceeding for the enforcement of the rights of a dissenting shareholder of CTI Hawaii against CTI Delaware.

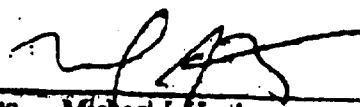
9. The surviving corporation will promptly pay to any dissenting shareholders of CTI Hawaii the amount, if any, to which they shall be entitled under provisions of the Hawaii Business Corporation Act with respect to the rights of dissenting shareholders.


10. The authorized capital stock of CTI Hawaii is 10,000,000 shares, 5,000,000 of which are designated as preferred stock with a par value of \$1.00 per share and 5,000,000 of which are designated as common stock with a par value of \$0.01 per share.

11. The merger shall become effective on February 1, 1999.

WITNESS, the signature of the undersigned as of January 15, 1999.

CHEAP TICKETS, INC.,
a Delaware corporation


By: Michael J. Hartley
President

ATTEST:

By: Sandra F. Hartley
Secretary

la-209058

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