

05-18-1999

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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**RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year

Conveying Party

- Mark if additional names of conveying parties attached
- Name Execution Date
Month Day Year
- Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

- Mark if additional names of receiving parties attached
- Name
- DBA/AKA/TA
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

05/17/1999 JSHABAZZ 00000018 75118666

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001897 FRAME: 0541

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

602-230-5574

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75118666"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

David G. Bray

Name of Person Signing


Signature

May 6, 1999

Date Signed

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"NATIONAL AIRLINES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "NEW AIRLINE, INC." UNDER THE NAME OF
"NATIONAL AIRLINES, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 1998, AT 12:30
O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2498526 8100M

AUTHENTICATION:

9229413

981299775

DATE:

07-31-98

TRADEMARK
REEL: 001897 FRAME: 0543

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

NATIONAL AIRLINES, INC.

INTO

NEW AIRLINE, INC.

*** * * * ***

NEW AIRLINE, INC., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That New Airline, Inc. (the "Surviving Corporation" or "Corporation") was incorporated on the 12th day of April, 1995, pursuant to the provisions of Section 102 of the General Corporation Law of the State of Delaware.

SECOND: That the Surviving Corporation owns all of the outstanding shares of the stock of National Airlines, Inc., a corporation incorporated on the 27th day of July, 1998, pursuant to the provisions of Section 102 of the General Corporation Law of the State of Delaware.

THIRD: That the Surviving Corporation, by the following resolutions of its Board of Directors, pursuant to a Consent In Lieu of Special Meeting of the Board of Directors on July 30, 1998, determined to and did merge into itself said National Airlines, Inc.:

RESOLVED that New Airline, Inc. merge, and it hereby does merge into itself said National Airlines, Inc. and assumes all its obligations;

FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware;

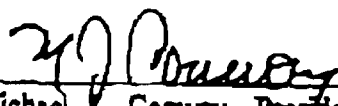
FURTHER RESOLVED, that the proper officer of the Corporation be and he is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said National Airlines, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said merger; and

FURTHER RESOLVED, that the Corporation change its corporate name by changing Article 1 of the Amended and Restated Certificate of Incorporation of the Corporation to read as follows: Article 1. The name of the Corporation is National Airlines, Inc.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated or abandoned by the Board of Directors of New Airline, Inc. at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said NEW AIRLINE, INC. has caused this Certificate to be signed by MICHAEL J. CONWAY, its President and Chief Executive Officer, this 30th day of July, 1998.

NEW AIRLINE, INC., a Delaware corporation

By  _____
Michael J. Conway, President and
Chief Executive Officer