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Expires 06/30/99
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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



05-24-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #34

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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 Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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 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.)

06/10/1999 NTHA11 00000050 75595149

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Mail documents to be recorded with required cover sheet(s) information to:
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REEL: 001910 FRAME: 0578

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

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="75595149"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<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.

Susan B. Flohr

May 21, 1999

Name of Person Signing

Signature

Date Signed

AT THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

APR 22 1999

No. LC 9596-95

Dean Heller
DEAN HELLER, SECRETARY OF STATE

Amended and Restated
Articles of Organization

of

Global Discount Travel Services LLC

under

Chapter 86 of the Nevada Revised Statutes

The Articles of Organization of Global Discount Travel Services LLC, which were originally filed with the Secretary of State of the State of Nevada on June 13, 1995, are hereby amended and restated in their entirety as follows:

(a) The name of the limited liability company is: Lowestfare.com, LLC (the "Company").

(b) The name and complete street address of the resident agent of the Company is: CSC Services of Nevada, Inc. 502 East John Street, Carson City, Nevada 89706.

(c) The name and business address of the sole member of the Company is set forth below:

<u>NAME</u>	<u>ADDRESS</u>
Vauxhall LLC	980 Kelly Johnson Drive Las Vegas, Nevada 89119

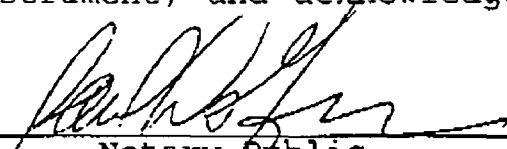
IN WITNESS WHEREOF, these articles of organization have been subscribed this 22nd day of April, 1999 by the undersigned.

VAUXHALL LLC
By: Highcrest Investors Corp., Member

By: *Gail Golden*
Name: Gail Golden
Title: Vice President

State of New York)
) ss:
 County of New York)

On the 22nd day of April, 1999, before me personally appeared Gail Golden, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same.



 Notary Public

PAUL WOJCIK
 NOTARY PUBLIC, State of New York
 No. 014000000
 Qualified in LEAD YORK County
 Commission Expires March 7, 2000

IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

CONSENT TO USE OF SIMILAR NAME

APR 22 1999

to LLC 9596-95

Dean Heller

DEAN HELLER, SECRETARY OF STATE

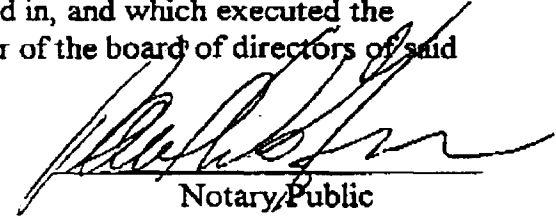
The undersigned corporation does hereby consent to the use of the name
Lowestfare.com, LLC by the limited liability company proposing to file an Amendment to the
Articles of Organization in the State of Nevada.

Lowestfare.com, Inc.

By: *Gail Golden*
Name: Gail Golden
Title: President

State of New York)
) SS.:
County of New York)

On the ²⁷ day of April, 1999 , before me personally came Gail Golden to me known, who, being by me duly sworn, did depose and say that she resides in New York, New York; that she is the President of Lowestfare.com, Inc., the corporation described in, and which executed the above instrument, and that she signed her name thereto by order of the board of directors of said corporation.


Notary Public

PAUL WOLFSON
NOTARY PUBLIC, State of New York
No. 01473004-005
Qualified in ~~Westchester~~ County
Commission Expires March 7, ~~2000~~

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