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To the Honorable Commissioner of Patents and Trademarks

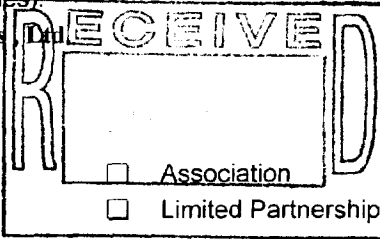
Send original documents or copy thereof.

101077820

Name of receiving party(ies):

1. Name of conveying party(ies):

International Study Tours, Inc.



Name: Travel Industry Partners Corporation

Internal Address: _____

Street Address: 80 SW 8th Street

City: Miami State: FL ZIP: 33130

- Individual(s)
- General Partnership
- Corporation-State
- Other _____

- Association
- Limited Partnership

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State _____

Other _____

Additional names(s) of conveying party(ies) Yes No

If assignee is not domiciled in the United States, a domestic designation is Yes N
 (Designations must be a separate document from
 Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: _____

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,619,269

Additional numbers Yes No

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

6. Total number of applications and registrations involved: 1

Name: _____

Internal Address: _____

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account

Street Address: _____

8. Deposit account number: _____

City: _____ State: _____ ZIP: _____

DO NOT USE THIS SPACE

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01 FC:481 40.00 DP

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.

Thomas L. Kautz
Name of Person Signing

Signature

6-18-99

Date

Total number of pages including cover sheet, attachments, and 1

MCD 6-21-99

HOLLAND & KNIGHT
10-0004002000

SERVICE MARK ASSIGNMENT

WHEREAS, International Study Tours, Ltd., a New York Corporation, having a place of business at 225 West 34th Street, New York, New York 10001 (hereinafter "Assignor"), is the owner of all rights, title and interest in and to U.S. Service Mark Registration No. 1,619,269, issued October 23, 1990, for the name and mark "INTERNATIONAL STUDY TOURS" used in connection with lodging reservation services in International Class 42 (hereinafter referred to as "the Mark"); and

WHEREAS, Travel Industry Partners Corporation, a New Jersey corporation, having a place of business at 80 SW 8th Street, Miami, Florida 33130 (the "Assignee") is desirous of acquiring Assignor's entire right, title and interest in, to and under The Mark, and the goodwill associated therewith;

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and adequacy of which are hereby mutually acknowledged, Assignor hereby irrevocably sells, assigns, transfers and conveys unto Assignee, its successors and assigns, Assignor's entire right, title and interest in and to: (a) the Mark; (b) any and all registrations of the Mark, whether state, federal or foreign; (c) any and all applications to register the Mark, whether state, federal or foreign; (d) all common law rights in, to and under the Mark; (e) all other rights in, to and under the Mark, together with the goodwill of the business symbolized by the Mark; (f) any and all rights to royalties, profits, compensations, license fees or other payments or remuneration of

any kind relating to the Mark and/or the goodwill under the Mark; and (g) all claims or causes of action Assignor has or may have in connection with The Mark, including, but not limited to, the right to sue and recover damages for any and all past infringements of the Mark.

AND, FURTHER, Assignor hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith.

WITNESSETH my hand this 14 day of June, 1999.

INTERNATIONAL STUDY TOURS LTD

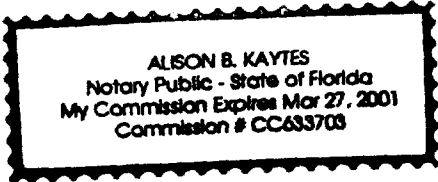
By: *Michael Gorer*
Name: Michael Gorer
Title: President

STATE OF Florida
) ss:
COUNTY OF Miami-Dade

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Michael Gorer, the President of International Study Tours, Ltd., who is personally known to me or who has produced New York drivers license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 14 day of June, 1999.

(SEAL)



Alison B. Kaytes

Notary Public-State of _____
Commission Number: _____

FTL1 #439940 v1