

07-06-1999

Docket No.:

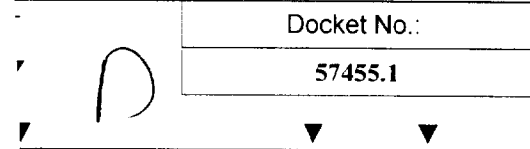
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To the Honorable Commissioner of Patent

record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Travel Industry Acquisition Corporation

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

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

2. Name and address of receiving party(ies):

Name: Travel Industry Partners Corporation

Internal Address:

Street Address: 80 S.W. 8th Street, Suite 2601

City: Miami State: FL ZIP: 33130

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New Jersey
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes No

must be a separate document from e(s) & address(es) Yes No

3. Nature of conveyance:

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

Execution Date: March 30, 1999

4. Application number(s) or registration number:

A. Trademark Application No.(s)

75/638,647 75/642,934 75/650,074
 75/638,648 75/642,931 75/642,949
 75/642,930 75/650,080

06-25-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #61 Trademark Registration No.(s)

none.

Additional numbers Yes No

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

Name: Donald S. Showalter

Internal Address: One East Broward Boulevard

P.O. Box 14070

Fort Lauderdale, FL 33301

Street Address:

City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41): \$ 320.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-2625

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 02 FC:482 175.00 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.

Arlene J. Simon

Name of Person Signing

Arlene J. Simon
Signature

6/25/99
Date

Total number of pages including cover sheet, attachments, and

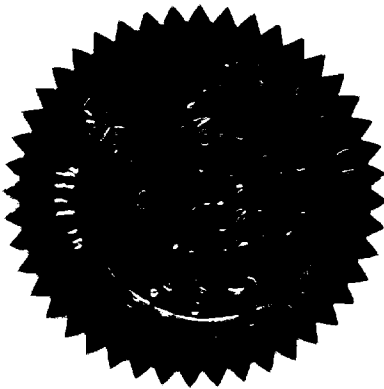
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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

TRAVEL INDUSTRY PARTNERS CORPORATION

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
10th day of June, 1999

A handwritten signature in black ink, which appears to read "James A. DiEleuterio, Jr." The signature is written in a cursive style.

James A DiEleuterio, Jr.
Treasurer

CERTIFICATE OF MERGER
of
TRAVEL INDUSTRY ACQUISITION CORPORATION
a Delaware Corporation
into
TRAVEL INDUSTRY PARTNERS CORPORATION
a New Jersey Corporation

MRG

FILED

MAR 30 1999

James A. DiEleuterio, Jr.
State Treasurer

Under Section 14A:10-7 of the
New Jersey Business Corporation Act

Pursuant to the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act, the undersigned do hereby certify:

FIRST: The name of each corporation is TRAVEL INDUSTRY ACQUISITION CORPORATION, a Delaware corporation and the merging corporation ("TIAC"), and TRAVEL INDUSTRY PARTNERS CORPORATION, a New Jersey corporation and the surviving corporation ("TIPC").

SECOND: Annexed hereto and made a part hereof is the Plan of Merger for merging TIAC with and into TIPC, as approved by the Board of Directors of each of TIAC and TIPC.

THIRD: The number of shares of TIAC entitled to vote on the Plan of Merger is 5,900 shares of common stock. The holders of 100% of the issued and outstanding shares of TIAC entitled to vote on the Plan of Merger have voted in favor of the merger pursuant to a written consent dated as of March 29, 1999.

FOURTH: The number of shares of TIPC entitled to vote on the Plan of Merger is 2,500 shares of common stock. The holders of 100% of the issued and outstanding shares of TIPC entitled to vote on the Plan of Merger have voted in favor of the merger pursuant to a written consent dated as of March 29, 1999.

FIFTH: The merger shall be effective upon the filing of a Certificate of Merger with the Secretary of State of New Jersey.

SIXTH: The applicable laws of the State of Delaware, the jurisdiction of organization of TIAC, permit the merger contemplated by the Plan of Merger and such laws have been, or upon compliance with filing and recording requirements will have been, complied with in respect to the merger.

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IN WITNESS WHEREOF, each of the corporations has caused this Certificate of Merger to be executed on its behalf this 30th day of March 1999.

TRAVEL INDUSTRY ACQUISITION CORPORATION

By: 

Name: Phil Bakes

Title: President

TRAVEL INDUSTRY PARTNERS CORPORATION

By: 

Name: Fred Berardo

Title: President

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**PLAN OF MERGER OF
TRAVEL INDUSTRY ACQUISITION CORPORATION
WITH AND INTO
TRAVEL INDUSTRY PARTNERS CORPORATION**

The undersigned corporations, in accordance with the provisions of Section 252 of the Delaware General Corporation Law and the provisions of Sections 14A:10-1 and 14A:10-7 of the New Jersey Business Corporation Act, hereby adopt the following Plan of Merger:

1. The parties to the merger are Travel Industry Acquisition Corporation, a Delaware corporation ("TIAC"), and Travel Industry Partners Corporation, a New Jersey corporation ("TIPC").

2. The corporation to survive the merger is TIPC.

3. The total number of shares of stock of all classes that the parties hereto have authority to issue is as follows:

Corporation	Class of Stock	Number of Authorized Shares
TIAC	Common (\$.01 par value)	
	Series A	90,000
	Series B	10,000
TIPC	Common (\$.01 par value)	
	Class A	150,000,000
	Class B	20,000,000
	Preferred Stock (\$.01 par value)	
	Series A Convertible Preferred Undesignated	1,520,000 1,480,000

4. As of the effective date of the merger, without any action on the part of the holders, (a) each share of Series A Common Stock, par value \$.01 per share, of TIAC shall be automatically converted into and represent the right to receive 1,785.7143 newly-issued shares of Class A Common Stock, par value \$.01 per share ("Class A TIPC Common Stock"), of TIPC, (b) each share of Series B Common Stock, par value \$.01 per share, of TIAC shall be automatically converted into and represent the right to receive 177.0834 newly-issued shares of Class A TIPC

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Common Stock and 2,172.5625 shares of Class B Common Stock, par value \$.01 per share ("Class B TIPC Common Stock"), of TIPC and (c) each share of Class A TIPC Common Stock, each share of Class B TIPC Common Stock and each share of Series A Convertible Preferred Stock, par value \$.01 per share, of TIPC shall remain outstanding.

5. The Amended and Restated Certificate of Incorporation of TIPC shall be the certificate of incorporation of the surviving corporation.

6. The by-laws of TIPC, as such by-laws exist on the effective date of the merger, shall remain the by-laws of TIPC.

7. Immediately prior to the effective date of the merger, the officers of TIPC shall submit their resignation as of the effective date of the merger and the persons appointed by TIPC, in its sole and absolute discretion, to be the officers of the surviving corporation shall be the officers of the surviving corporation until their successors shall have been duly appointed or until their earlier death, resignation or removal in accordance with the surviving corporation's certificate of incorporation or by-laws.

8. Immediately prior to the effective date of the merger, one of the directors of TIPC shall submit his resignation as of the effective date of the merger and the persons elected to be the directors of the surviving corporation shall be the directors of the surviving corporation until their successors shall have been duly elected or until their earlier death, resignation or removal in accordance with the surviving corporation's certificate of incorporation or by-laws.

9. On the effective date of the merger, the separate existence of TIAC shall cease (except to the extent continued by the laws of the State of Delaware), and all of its property, rights, privileges and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the surviving corporation, without further act or deed.

10. The effective date of the merger shall be the date when a certificate of merger is accepted for filing by the New Jersey Secretary of State.


11. The merger is intended to qualify as a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. As such, it is anticipated that the same business with the same assets and same stockholders will be continued in the surviving corporation.

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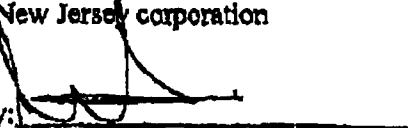
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30 IN WITNESS WHEREOF, the parties have entered into this Plan of Merger on March 1999.

TRAVEL INDUSTRY ACQUISITION CORPORATION,
a Delaware corporation

By: 
Name: Phil Baker
Title: President

TRAVEL INDUSTRY PARTNERS CORPORATION,
a New Jersey corporation

By: 
Name: Fred Berardo
Title: President

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