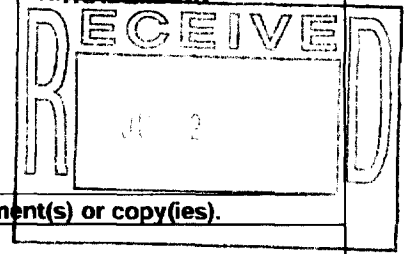


07-07-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



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
Effective Date
Month Day Year

- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Luxury Travel Corporation Execution Date
Month Day Year
04291999

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

Receiving Party

Mark if additional names of receiving parties attached

Name Grand Expeditions, Inc.

DBA/AK/TA _____

Composed of _____

Address (line 1) Sanctuary Centre

Address (line 2) 4800 North Federal Highway, Suite 307D

Address (line 3) Boca Raton Florida 33431
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

07/06/1999 NTHA11 00000237 75683090

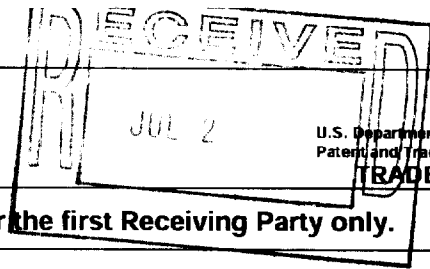
01 FC:481 40.00 OP

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REEL: 001923 FRAME: 0622



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)

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.

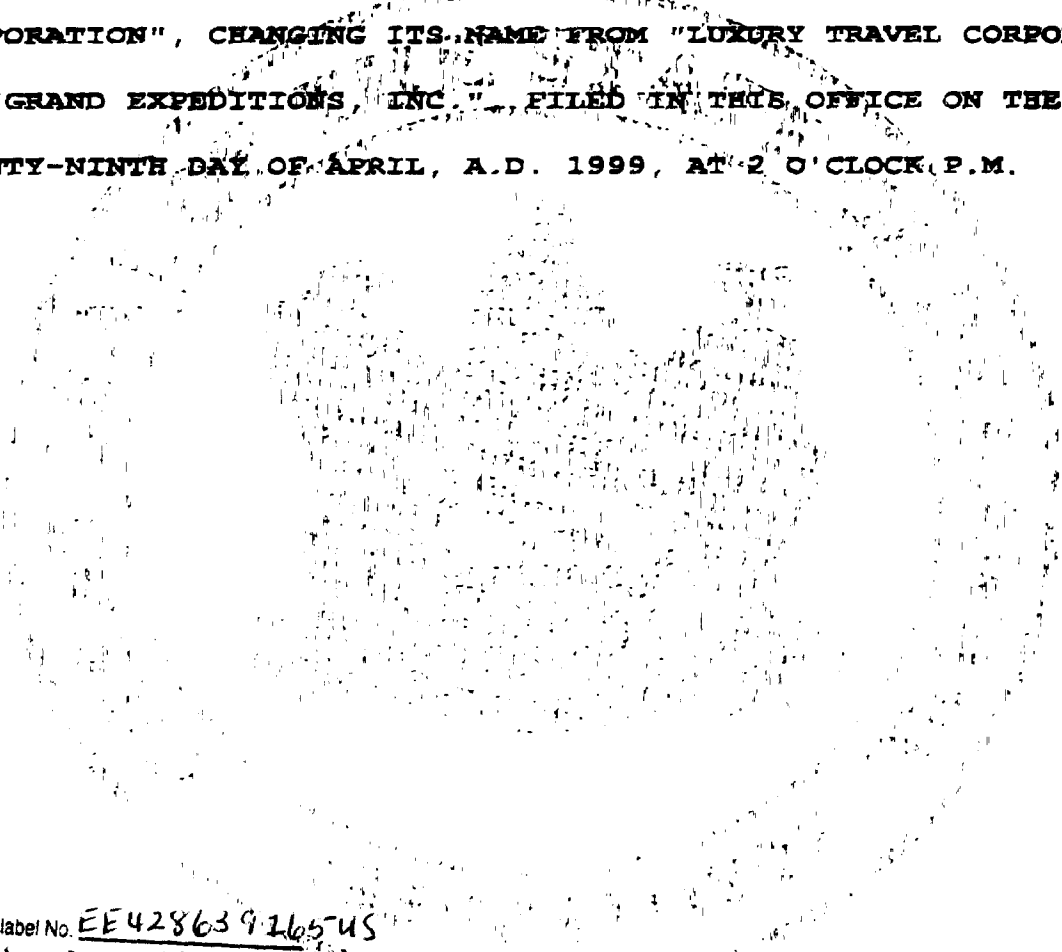
Elisa Raley
Name of Person Signing

Elisa Raley
Signature

July 2, 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 AMENDMENT OF "LUXURY TRAVEL CORPORATION", CHANGING ITS NAME FROM "LUXURY TRAVEL CORPORATION" TO "GRAND EXPEDITIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 1999, AT 2 O'CLOCK P.M.



"Express Mail" mailing label No. EE428639265US

Date of Deposit July 2, 1999

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ELISA RALEY

(Typed or printed name of person mailing paper or fee)

Elisa Raley

(Signature of person mailing paper or fee)



Edward J. Freel

Edward J. Freel, Secretary of State

2936073 8100

991266528

AUTHENTICATION: 9838967

DATE: 06-30-99

TRADEMARK
REEL: 001923 FRAME: 0624

CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
LUXURY TRAVEL CORPORATION

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

Luxury Travel Corporation (the "Corporation"), a corporation organized under the General Corporation Law of the State of Delaware (the "General Corporation Law") hereby certifies as follows:

FIRST: That the Board of Directors of the Corporation, acting by unanimous written consent, duly adopted a resolution setting forth the following proposed amendment to the Amended and Restated Certificate of Incorporation of the Corporation and declaring such amendment to be advisable:

1. Article FIRST of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended to change the name of the Corporation to GRAND EXPEDITIONS, INC.

SECOND: That in lieu of a meeting and vote of the stockholders of the Corporation, the stockholders have by written consent, dated April 28, 1999, approved the adoption of the foregoing amendment in accordance with the provision of Section 228 of the General Corporation Law, and that such consent has been filed with the minutes of the proceedings of the stockholders of the Corporation.

THIRD: That the foregoing amendment of the Amended and Restated Certificate of Incorporation was duly adopted pursuant to the applicable provisions of Sections 141, 228 and 242 of the General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being the duly authorized Secretary of the Corporation, for the purpose of amending the Amended and Restated Certificate of Incorporation of the Corporation pursuant to Section 242 of the General Corporation Law of the State of Delaware, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand, this 29th day of April, 1999.



Dwain K. Wall
Secretary

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Date of Deposit July 2, 1999

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ELISA RALEY

(Typed or printed name of person mailing paper or fee)

Elisa Raley

(Signature of person mailing paper or fee)