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U.S. Patent & TMO/c/TM Mail Rcpt Dt. #67

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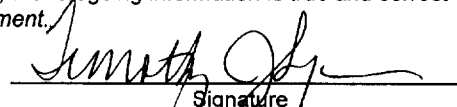
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Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof!

<p>1. Name of conveying party(ies): Cruiselink Plus, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State New York <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies):</p> <p>Name: Travel Associates Network, Inc. Internal Address: Street Address: 1420 New York Avenue, N.W. Suite 550 Washington, D.C. 20005</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State New York <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>September 11, 1998</u></p>	
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s)</p>	<p>B. Trademark registration No.(s)</p> <p>2,128,262 GEM</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Timothy J. Lyden</u> Internal Address: <u>Hogan & Hartson LLP</u> _____ _____ Street Address: <u>8300 Greensboro Drive</u> <u>Suite 1100</u> City: <u>McLean</u> State: <u>VA</u> Zip: <u>22102</u></p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41): <u>\$40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>08-2550</u> (Attach duplicate copy of this page if paying by deposit account)</p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature. <i>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.</i></p> <p style="text-align: center;"> Timothy J. Lyden Name of Person Signing  Signature July 9, 1999 Date </p> <p style="text-align: right;">Total number of pages comprising cover sheet: 4</p>	

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**State of New York }
Department of State } ss:**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

SEP 11 1998



A handwritten signature in black ink, appearing to read "J. L. ...", is written over a horizontal line.

Special Deputy Secretary of State

DOS-1266 (5/96)

CT-07

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**RESTATED
CERTIFICATE OF INCORPORATION
OF
CRUISELINK PLUS, INC.
UNDER SECTION 807 OF THE
BUSINESS CORPORATION LAW**

The undersigned, being, respectively the President and the Assistant Secretary of Cruiselink Plus, Inc., do hereby certify as follows:

1. The name of the Corporation is Cruiselink Plus, Inc.
2. The Certificate of Incorporation was originally filed with the Secretary of State of New York on May 14, 1992.
3. The Certificate of Incorporation of the Corporation as now in full force and effect is hereby amended to effect the following changes as authorized by Section 801 of the New York Business Corporation Law (the "NYBCL"):
 - (a) To change the name of the Corporation as set forth in Article I of this Restated Certificate of Incorporation;
 - (b) To enlarge and amend the corporate purposes as set forth in Article IV of this Restated Certificate of Incorporation;
 - (c) To increase the number of shares of common stock which the corporation shall have the authority to issue, all of which are no par value, from two hundred (200) shares, 134 of which are issued and 66 are unissued to 3,000,000 shares at \$0.01 par value. Of which, 134,000 are issued at a par value of \$0.01 and 2,866,000 are unissued at a par value of \$0.01. The rate of change for the issued shares will be 1000 to 1. The rate of change for the unissued shares will be 43,424.24 to 1.
 - (d) To designate CT Corporation System as the registered agent of the Corporation in the State of New York upon whom process against the Corporation may be served at 1633 Broadway, New York, New York 10019;
 - (e) To authorize 50,000 new shares of preferred stock, \$.01 par value per share, and having the designations, relative rights, preferences and limitations as set forth in Article VI of this Restated Certificate of Incorporation;
 - (f) To change the post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her to 1420 New York Avenue, N.W., Suite 350, Washington, D.C. 20005;

(g) To add a new Article VII regarding the manner in which the number of directors of the Corporation may be determined, and other matters concerning directors;

(h) To add a new Article VIII providing for the authority of the Board of Directors to amend or repeal the By-laws of the Corporation;

(i) To add a new Article IX permitting Shareholders of the Corporation to act by written consent;

(j) To add a new Article X relating to the obligations of the Corporation to indemnify officers, directors and employees of the Corporation;

(k) To add a new Article XI relating to the limitation of personal liability of directors of the Corporation; and

(l) To amend the provisions relating to the regulation and conduct of the business of the Corporation and the rights and powers of the directors as set forth in Article XI of this Amended and Restated Certificate of Incorporation.

4. To effect the foregoing amendments the Certificate of Incorporation is hereby amended and restated in its entirety to read as follows (as so amended and restated, the "Certificate of Incorporation"):

ARTICLE I

The name of the Corporation is Travel Associates Network, Inc.

ARTICLE II

The principal office of the Corporation is located in the County of Nassau, State of New York.

ARTICLE III

The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. CT Corporation System is designated as the registered agent of the Corporation in the State of New York, and process against the Corporation may be served upon such registered agent at 1633 Broadway, New York, New York 10019. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation upon him or her is 1420 New York Avenue, N.W., Suite 550, Washington, D.C. 20005.

GEM

Status: REGISTERED **Date:** 01/13/1998

Gds/Svcs: Int'l. Cl.: 42 (U.S. Cl.: 100, 101)
ASSOCIATION SERVICES, NAMELY, PROMOTING THE INTEREST OF TRAVEL AGENTS

First Use: 10/31/1983 **In Commerce:** 10/31/1983

Reg. No.: 2,128,262 **Registered:** 01/13/1998

Serial No.: 75-124926 **Filed:** 06/25/1996 **Published:** 06/03/1997

Add. Info.: CORRECTED APRIL 13, 1999 - DBA/AKA, AND OWNER NAME ORIGINALLY
PUBLISHED FEBRUARY 4, 1997

Corresp.: TIMOTHY J LYDEN
HOGAN & HARTSON LLP
8300 GREENSBORO DR STE 1100
MCLEAN VA 22102

Registrant: GO EARN MORE, INC., DBA GEM (NY CORP.)
754 MONTAUK HWY.
WEST ISLIP, NY 11795

Assignments:

Assignee: CRUISELINK PLUS, INC. (NY CORP.)
754 MONTAUK HIGHWAY, WEST ISLIP, NY 11795

Assignor: GO EARN MORE, INC., D/B/A GEM (NY CORP.)

Recorded: 09/14/1998 **Assigned:** 08/31/1998 **Reel/Fr.:** 1797/0540

Action: ASSIGNS THE ENTIRE INTEREST AND GOODWILL

Assignee: ANTARES LEVERAGED CAPITAL CORP., AS AGENT (DE CORP.)
SUITE 2725, 311 SOUTH WACKER DRIVE, CHICAGO, IL 60606

Assignor: CRUISELINK PLUS, INC. (TO BE RENAMED TRAVEL ASSOCIATES NETWORK,
INC.)

Recorded: 09/03/1998 **Assigned:** 08/31/1998 **Reel/Fr.:** 1778/0940

Action: SECURITY INTEREST