



07-12-1999

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

RECORDATION F  
TRADEMARK

07-20-1999

DEPARTMENT OF COMMERCE  
Patent and Trademark Office

7/12/99

Tab settings □ □ □ ▼

101093423

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

## 1. Name of conveying party(ies):

UPF, Inc.

- ☐ Individual(s) ☐ Association  
☐ General Partnership ☐ Limited Partnership  
☒ Corporation-State Georgia  
☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

## 3. Nature of conveyance:

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

Execution Date: August 5, 1994

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

Name: ConAgra, Inc.

Internal Address:

Street Address: One ConAgra Drive

City: Omaha State: NE ZIP: 68102

- ☐ Individual(s) citizenship  
☐ Association  
☐ General Partnership  
☐ Limited Partnership  
☒ Corporation-State Delaware  
☐ Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? ☐ Yes ☒ No

## 4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,497,663

1,447,472

1,717,233

Additional numbers attached? ☐ Yes ☒ No

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

Name: Patrick C. Stephenson

Internal Address:

McGrath, North, Mullin &amp; Kratz, P.C.

Street Address: Suite 1400

222 South 15th Street

City: omaha State: NE ZIP: 68102

## 6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41).....\$ 90.00

☒ Enclosed☐ Authorized to be charged to deposit account

## 8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

## 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.

Patrick C. Stephenson

Name of Person Signing

Signature

Date

7/17/99

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231TRADEMARK  
REEL: 001935 FRAME: 0563

**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 cursive script, appearing to read "J. Clark", followed by a horizontal line.

***Special Deputy Secretary of State***

DOS-1266 (5/96)

CT-07

F 980909000634

**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 Cruiseline Plus, Inc., do hereby certify as follows:

1. The name of the Corporation is Cruiseline 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, \$0.01 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 550, 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.

2

**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