

MRD 12-27-99 RECC

01-28-2000



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To the Honorable Commissioner of Patents and Trademarks

original documents or copy thereof.

1. Name of conveying party(ies):

Eiffel Design, Inc.

- Individual(s)
- General Partnership
- Corporation-Florida
- Other

12-27-1999
U.S. Patent & TMO/ TM Mail Rcpt Dt. #30

Name and address of receiving party(ies):

Name: Travelpro International, Inc.

Internal Address: _____

Street Address: 700 Banyan Trail

City: Boca Raton State: FL Zip: 33431

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation- 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 assignee)

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

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

3. Nature of conveyance:

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

Execution Date: October 29, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,587,822 and 1,706,770

Additional numbers attached? Yes No

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

Name: Robert J. Sacco, Esq.

Internal Address: Quarles & Brady LLP

Street Address: 222 Lakeview Avenue, 4th Floor

P.O. Box 3188

City: West Palm Beach State: FL Zip: 33402

6. Total number of applications and registrations involved: 2

Total Fee (37 CFR 3.41) \$65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number

17-0055

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

01/27/2000 DCDATES 00000110 1507822

DO NOT USE THIS SPACE

01 FC:481

40.00 DP

02 FC:482

25.00 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.

Robert J. Sacco
Name of person signing

Signature

12/22/99
Date

Total number of pages including cover sheet, attachments, and document: 14

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on November 5, 1999, for TRAVELPRO INTERNATIONAL, INC. doing business in Florida as TRAVELPRO INTERNATIONAL OF SOUTH FLORIDA, INC., the surviving Delaware entity, as shown by the records of this office.

The document number of this corporation is F99000005493.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Fifth day of November, 1999



CH2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

TRADEMARK

REEL: 002012 FRAME: 0687

ARTICLES OF MERGER

of

EIFFEL DESIGN, INC.,
a Florida corporation,

with and into

TRAVELPRO INTERNATIONAL, INC.,
a Delaware corporation

FILED
99 NOV -5 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, these Articles of Merger provide that:

1. Eiffel Design, Inc., a Florida corporation ("Eiffel"), shall be merged with and into Travelpro International, Inc., a Delaware corporation ("Travelpro"), which shall be the surviving corporation in the merger.

2. The Agreement and Plan of Merger dated as of October 29, 1999 (the "Plan of Merger") was approved (i) by Eiffel in accordance with the applicable provisions of the Florida Business Corporation Act and (ii) by Travelpro in accordance with the applicable provisions of the Delaware General Corporation Law. The Plan of Merger is attached to these Articles of Merger as Exhibit A.

3. The merger shall be effective as of the date and time of the filing of the Certificate of Merger of Eiffel Design, Inc. with and into Travelpro International, Inc. with the Delaware Secretary of State.

4. The Plan of Merger was adopted by the shareholders of Eiffel on October 29, 1999 and by the sole stockholder of Travelpro on October 29, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of Eiffel and Travelpro as of October 29, 1999.

[SIGNATURES ON NEXT PAGE.]

EIFFEL DESIGN, INC.

By: Melinda Earley

Name: Melinda Earley

Title: Vice President and Secretary

TRAVELPRO INTERNATIONAL, INC.

By: _____

Name: Peter Petrillo

Title: Vice President and Secretary

DOCS03/489686

TRADEMARK
REEL: 002012 FRAME: 0689

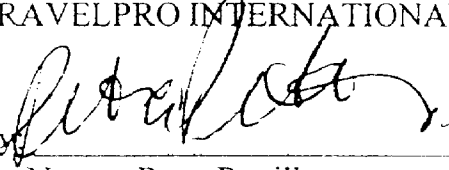
EIFFEL DESIGN, INC.

By: _____

Name: Melinda Earley

Title: Vice President and Secretary

TRAVELPRO INTERNATIONAL, INC.

By: 

Name: Peter Petrillo

Title: Vice President and Secretary

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REEL: 002012 FRAME: 0690

**AGREEMENT AND PLAN
OF MERGER BETWEEN
EIFFEL DESIGN, INC. d/b/a TRAVELPRO
AND
TRAVELPRO INTERNATIONAL, INC.**

WITNESSETH:

WHEREAS, Travelpro International, Inc. ("Travelpro International") is a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, Eiffel Design, Inc. d/b/a Travelpro ("Travelpro") is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the Board of Directors of each of Travelpro International and Travelpro deems it desirable, upon the terms and subject to the conditions herein stated, that Travelpro be merged with and into Travelpro International, and that Travelpro International be the surviving corporation (the "Merger"); and

WHEREAS, pursuant to this Agreement and Plan, upon the effectiveness of the Merger, each share of Travelpro will be converted into one share of Travelpro International and any outstanding shares of Travelpro International shall be cancelled without consideration therefor.

NOW, THEREFORE, it is agreed as follows:

Section 1

Conversion of Stock

1.1 At the Effective Time (as hereinafter defined), Travelpro shall be merged with and into Travelpro International, with Travelpro International as the sole surviving corporation (the "Surviving Corporation").

1.2 At the Effective Time:

(a) Each then-outstanding share of capital stock of Travelpro shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one share of common stock of the Surviving Corporation.

(b) Each then-outstanding share of common stock of Travelpro International shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and no consideration shall be issued in respect thereof.

Section 2

Effective Time

2.1 If this Agreement and Plan of Merger is duly adopted by the stockholders of each of Travelpro International and Travelpro and is not terminated in accordance with Section 5 hereof, a certificate of merger reflecting this Agreement and Plan of Merger shall be filed with the Secretary of State of the State of Delaware, and a certificate of merger reflecting this Agreement and Plan of Merger shall be filed with the Secretary of State of the State of Florida.

2.2 The Merger shall become effective (the "Effective Time") at the time of the filing of said certificates of merger with the Secretary of State of the State of Delaware and with the Secretary of State of the State of Florida (or such later time as may be specified therein).

Section 3

Certificate of Incorporation and By-Laws

3.1 At the Effective Time, the Certificate of Incorporation of Travelpro International, as amended through the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until further amended as provided by law.

3.2 At the Effective Time, the By-laws of Travelpro International, as amended through the Effective Time, shall be the By-laws of the Surviving Corporation until further amended in accordance with the provisions thereof and of applicable law.

Section 4

Directors and Officers

4.1 The directors and officers of Travelpro immediately prior to the Effective Time of the Merger shall be the directors and officers, respectively, of the Surviving Corporation.

Section 5

Amendment and Termination

5.1 At any time prior to the Effective Time, notwithstanding approval of this Agreement and Plan of Merger by the stockholders of Travelpro International or Travelpro, this Agreement and Plan of Merger may be amended, to the fullest extent permitted by applicable law, by an agreement in writing duly approved by the Board of Directors of each of Travelpro International and Travelpro.

5.2 At any time prior to the Effective Time, notwithstanding approval of this Agreement and Plan of Merger by the stockholders of Travelpro International or Travelpro, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of Travelpro.

Section 6

Governing Law

6.1 This Agreement and Plan of Merger shall be governed and construed in accordance with the laws of the State of Delaware, without regard to principles of conflicts of laws.

IN WITNESS WHEREOF, Travelpro International and Travelpro have caused

this Agreement and Plan of Merger to be executed by its duly authorized officers, as of the 29th

day of October, 1999.

EIFFEL DESIGN, INC. d/b/a TRAVELPRO

By: Melinda Earley
Name: Melinda Earley
Title: Chief Financial Officer

TRAVELPRO INTERNATIONAL, INC.

By: _____
Name:
Title:

IN WITNESS WHEREOF, Travelpro International and Travelpro have caused

this Agreement and Plan of Merger to be executed by its duly authorized officers, as of the 29th

day of October, 1999.

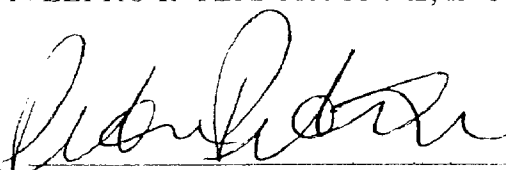
EIFFEL DESIGN, INC. d/b/a TRAVELPRO

By: _____

Name:

Title:

TRAVELPRO INTERNATIONAL, INC.

By:  _____

Name: Peter Petillo

Title: Vice President and Secretary

State of Delaware
Office of the Secretary of State PAGE 1

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 MERGER, WHICH MERGES:

"EIFFEL DESIGN, INC.", A FLORIDA CORPORATION,
WITH AND INTO "TRAVELPRO INTERNATIONAL, INC." UNDER THE NAME OF "TRAVELPRO INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF NOVEMBER, A.D. 1999, AT 12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3046202 8100M

AUTHENTICATION: 0066701

991468570

DATE: 11-05-99

TRADEMARK
REEL: 002012 FRAME: 0697

CERTIFICATE OF MERGER

OF

EIFFEL DESIGN, INC.

WITH AND INTO

TRAVELPRO INTERNATIONAL, INC.

**(Under Section 252 of the General
Corporation Law of the State of Delaware)**

Travelpro International, Inc., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:
 - (a) Eiffel Design, Inc., a Florida corporation ("Eiffel"); and
 - (b) Travelpro International, Inc. a Delaware corporation ("Travelpro International").
2. The Agreement and Plan of Merger (the "Merger Agreement"), dated as of October 29, 1999, between Eiffel and Travelpro International has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Travelpro International, Inc. (the "Surviving Corporation").
4. The Certificate of Incorporation of Travelpro International as in effect immediately prior to the effective time of the merger shall be the Certificate of Incorporation of the Surviving Corporation.
5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at 700 Banyan Trail, Boca Raton, Florida 33431.
6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.
7. The authorized common stock of Eiffel is as follows:

1,000 shares of common stock, par value \$.01 per share

IN WITNESS WHEREOF, Travelpro International has caused this certificate to be signed as of the 29th day of October, 1999.

TRAVELPRO INTERNATIONAL, INC.

By:



Name: Peter Petrillo

Office: Vice President and Secretary

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