

PLM 2/15/00

03-20-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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 Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
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

FOR OFFICE USE ONLY

03/20/2000 DNGJYEN 00000033 75777441

01 FC:481 40.00 DP

02 FC:482 250.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, DC 20231

REEL: 002036 FRAME: 0367

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.

Robin Lightner Maisashvili

Name of Person Signing

Robin Maisashvili

Signature

2/15, 2000

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party
Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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Trademark Application Number(s)

Registration Number(s)

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STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 04:30 PM 07/12/1999
 091204201 - 3051377

**CERTIFICATE OF MERGER OF
 NEWWATCH COMPANY
 INTO
 ASHFORD.COM, INC.**

ASHFORD.COM, INC., a Delaware corporation, under and in accordance with Section 253 of the Delaware General Corporation Law, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations in the merger are:
 - (a) Ashford.com, Inc., a Delaware corporation ("Ashford"); and
 - (b) NewWatch Company, a Texas corporation ("NewWatch") having an authorized capitalization of fifteen million four hundred thirty five thousand (15,435,000) shares of common and preferred stock, par value \$0.001 per share.
2. An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by Ashford and by NewWatch in accordance with the provisions of subsection (c) of Section 253 of the Delaware General Corporation Law.
3. Ashford will be the surviving corporation following the merger, using the name "Ashford.com, Inc."
4. The Amended and Restated Certificate of Incorporation of Ashford shall be the certificate of incorporation of the surviving corporation and thereafter duly amended in accordance with its terms and the Delaware General Corporation Law.
5. The executed agreement and plan of merger is on file at an office of the principal place of business of Ashford, at 3355 West Alabama, Suite 175, Houston, Texas 77096.
6. A copy of the agreement and plan of merger will be furnished by Ashford, on request and without cost, to any holder of stock of NewWatch or Ashford.

IN WITNESS WHEREOF, Ashford.com, Inc., a Delaware corporation, has caused this certificate to be signed by its President on the 12th day of July, 1999.

ASHFORD.COM, INC.


 James Whitcomb
 President and Chief Operating Officer