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FORM PTO-1594
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and T

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nts or copy thereof.

1. Name of conveying party(ies):

Vacation.com Operations, Inc.

- Individual(s)
- General Partnership
- Corporation-State of Massachusetts
- Other
- Association
- Limited Partnership

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

3. Nature of Conveyance:

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

Execution Date: April 26, 2000

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

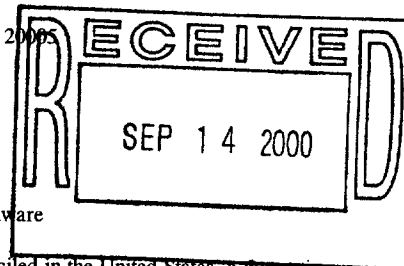
Name: Vacation.com Technical services, Inc.

Address: 1420 New York Avenue, N.W.
Suite 950
Washington, DC 20005

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of 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 registration number(s):

A. Trademark Application No.(s)

75/822,322

B. Trademark registration No.(s)

2,143,095

2,124,185

Additional numbers attached? Yes No

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

Jordan S. Weinstein
Amber A. Train
OBLON, SPIVAK, McCLELLAND, MAIER & NEUSTADT, P.C.
Attorneys at Law
Fourth Floor
1755 Jefferson Davis Highway
Arlington, Virginia 22202

OSMMN Ref: 10269/0020/56SD

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: 15-0030
(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.

Jordan S. Weinstein
Name of Person Signing

Signature

September 14, 2000
Date

Total number of pages including cover sheet, attachments, and document: 5

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

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02 FC:482

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Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

TRADEMARK
REEL: 002145 FRAME: 0739

CERTIFICATE OF OWNERSHIP AND MERGER**OF****VACATION.COM OPERATIONS, INC.
a Massachusetts corporation****INTO****VACATION.COM TECHNICAL SERVICES, INC.
a Delaware corporation****(PURSUANT TO SECTION 253 OF THE
GENERAL CORPORATION LAW OF DELAWARE)**

Vacation.com Technical Services, Inc., (the "Corporation"), DOES HEREBY
CERTIFY:

FIRST: That the Corporation is incorporated pursuant to the General Corporation
Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class
of the capital stock of Vacation.com Operations, Inc., a Massachusetts corporation.

THIRD: That the Corporation, by the following resolutions of its Board of
Directors, duly adopted by unanimous written consent on the 26th day of April, 2000, determined
to merge into itself Vacation.com Operations, Inc. on the conditions set forth in such resolutions:

WHEREAS, the Board of Directors of the Corporation believes that it is
in the best interests of the Corporation to consummate the transactions
contemplated by the following resolutions;

WHEREAS, after the consummation of the transactions contemplated by
the VCOM CORP Asset Exchange Agreement, the Corporation will be the sole
stockholder of Vacation.com Operations, Inc., a Massachusetts corporation
("VCOM OPS"), and will own all of the issued and outstanding shares of capital
stock of VCOM OPS;

WHEREAS, the Corporation wishes to merge VCOM OPS with and into
the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the proposed Articles of Merger attached hereto as Exhibit E (the "VCOM OPS Merger Agreement"), pursuant to which VCOM OPS would be merged with and into the Corporation (the "VCOM OPS Merger"), hereby is approved and adopted and that all of the estate, property, rights, privileges, powers and franchises of VCOM OPS be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by VCOM OPS in its name, all to be effective not earlier than immediately after the consummation of the transaction contemplated by the VCOM Asset Exchange Agreement;

RESOLVED FURTHER, that pursuant to the VCOM OPS Merger, the Corporation shall assume all of the liabilities and obligations of VCOM OPS, all to be effective not earlier than immediately after the consummation of the transactions contemplated by the VCOM Asset Exchange Agreement;

RESOLVED FURTHER, that the Proper Officers of the Corporation, or any one or more of them, hereby are authorized, in the name and on behalf of the Corporation, after the consummation of the transactions contemplated by the VCOM Asset Exchange Agreement, to take all such actions and to execute, deliver and file all such documents prescribed by the laws of the State of Delaware and the Commonwealth of Massachusetts and by the laws of any other appropriate jurisdiction, including, without limitation, the VCOM OPS Merger Agreement and other certificates or articles of merger and applications for governmental or private approval of and consents to the VCOM OPS Merger, as such Proper Officers or officer shall determine to be necessary or appropriate in connection with the VCOM OPS Merger (such determination to be conclusively, but not exclusively, evidenced by the taking of such actions or the execution of such documents by such Proper Officers or officer);

RESOLVED FURTHER, that the effective date of the merger shall be the date on which the VCOM OPS Merger Agreement is approved by, and filed with, the Secretary of the Commonwealth, which shall not be before the consummation of the transactions contemplated by the VCOM Asset Exchange Agreement;

RESOLVED FURTHER, that upon consummation of the VCOM OPS Merger, all shares of capital stock of VCOM OPS shall be surrendered to the Corporation and canceled, and the directors and officers of the Corporation shall remain and continue to be the directors and officers of the surviving corporation of such merger; and

RESOLVED FURTHER, that all actions taken and all agreements, instruments, reports, documents and regulatory and other notices executed, delivered, or filed through the date hereof, and all actions to be taken and all agreements, instruments, reports, documents and regulatory and other notices to be executed, delivered or filed after the date hereof, by the Proper Officers of the

Corporation, or any agents, attorney's accountants and outside consultants of the Corporation, in the name and Corporation in the name of and on behalf of the Corporation, in connection with or with respect to effectuating the Merger or all or any of the foregoing resolutions hereby are authorized, approved, ratified and confirmed in all respects.

[THIS SPACE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed and this certificate to be signed by R. A. McKinnon, its Chairman and Chief Executive Officer and Richard J. Fahy, Jr., its Secretary, this 11th day of April, 2000.

VACATION.COM TECHNICAL SERVICES,
INC.
a Delaware Corporation

BY: *R A McKinnon*
R. A. McKinnon
Chairman and Chief Executive Officer

ATTEST:

By: *Richard J. Fahy Jr.*
Richard J. Fahy, Jr.
Secretary