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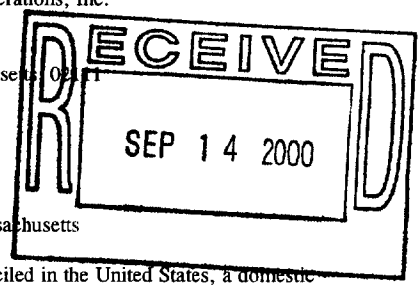


U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks or copy thereof.

<p>1. Name of conveying party(ies): Vacation.com, 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 of Massachusetts <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: Vacation.com Operations, Inc. Address: 112 South Street Boston, Massachusetts 02111</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 of Massachusetts <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 type="checkbox"/> No (Designations must be a separate document from Assignment)</p> <p>Additional name(s) & address(es) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 9, 1999</u></p>	



<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>75/822,322</u></p>	<p>B. Trademark registration No.(s) 2,124,185 2,143,095</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>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</p> <p>OSMMN Ref: 10269/0020/56SD</p>	<p>6. Total number of applications and registrations involved: <u>3</u></p> <p>7. Total fee (37 CFR 3.41): \$ <u>90.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>15-0030</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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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 [Signature] September 14, 2000
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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

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

09/25/2000 DMGUYEN 00000666 75822322

01 FC:481 40.00 OP
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The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF *CONSOLIDATION / *MERGER (General Laws, Chapter 156B, Section 79)

*Consolidation / *merger of

TAN Acquisition, Inc., a Delaware corporation, and

Vacation.com, Inc., a Massachusetts corporation

SECRETARY OF THE
COMMONWEALTH
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the constituent corporations, into

Vacation.com, Inc.

*a new corporation / *one of the constituent corporations organized under the laws of Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of *consolidation / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The *resulting / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the *consolidation / *merger determined pursuant to the agreement of *consolidation / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

The effective time shall be the time at which the merger has been approved by both the Delaware Secretary of State and the Secretary of the Commonwealth.

3. (For a merger)

**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

Article I of the Articles of Organization has been amended to read as follows:

"The name of the corporation is Vacation.com Operations, Inc."

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

N/A

*Delete the inapplicable words.

Note: If the space provided under any article or line on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring such addition is clearly indicated.

C
P
M
RA

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the resulting corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	N/A	Common:	N/A	
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

N/A

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

N/A

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

N/A

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the *resulting / *surviving corporation.

(a) The street address of the *resulting / *surviving corporation in Massachusetts is: 112 South Street, Boston, MA 02111.

** If there are no provisions state "None".

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(b) The name, residential address, and post office address of each director and officer of the *resulting / *surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	R. Anthony McKinnon	4044 Druid Lane Dallas, Texas 75205	c/o Vacation.com, Inc. 1420 New York Avenue, N.W., Washington, D.C. 20005
Treasurer:	Lawrence R. Kahn	11903 Coldstream Drive Potomac, MD 20854	c/o Vacation.com, Inc. 1420 New York Avenue, N.W., Washington, D.C. 20005
Clerk:	Lawrence R. Kahn	11903 Coldstream Drive Potomac, MD 20854	c/o Vacation.com, Inc. 1420 New York Avenue, N.W., Washington, D.C. 20005
Directors:	R. Anthony McKinnon	4044 Druid Lane Dallas, Texas 75205	c/o Vacation.com, Inc. 1420 New York Avenue, N.W., Washington, D.C. 20005
	Christopher Temple	2100 Connecticut Avenue, N.W. #501 Washington, D.C. 20008	Thayer Capital Partners 1455 Pennsylvania Avenue N.W., Suite 350 Washington, D.C. 20204

(c) The fiscal year (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:

December

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

CT Corporation System, 2 Oliver Street, Boston, MA 02109.

Item 5 below may be deleted if the resulting / surviving corporation is organized under the laws of Massachusetts.

5. The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the *resulting / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President/ *Vice-President and *Clerk/ *Assistant-Clerk of Vacation.com, Inc. a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

[Signature] *President / *Vice-President
[Signature] *Clerk / *Assistant-Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † R. Anthony McKinnon and †† Lawrence R. Kahn of TAN Acquisition, Inc. a corporation organized under the laws of Delaware, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly adopted by such corporation in the manner required by the laws of Delaware.

*Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† [Signature]
†† [Signature]

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