

11-08-2000

10.6.00

DP

FORM PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101509939

To the Honorable Commissioner of Patents and Trademarks

Original documents or copy thereof.

1. Name of conveying party(ies):

Consolidated Travel Services, Inc.

- Individual(s)
- General Partnership
- Corporation-State of Texas
- Other _____

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



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

Name: Vacation.com Operations, 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

3. Nature of Conveyance:

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

Execution Date: April 26, 2000

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,189,406

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: 1

7. Total fee (37 CFR 3.41): . . . \$ 40.00

- 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

October 4, 2000
Date

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

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

Do not detach this portion

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

11/07/2000 MTHAI1 00000349 2189406

01 FC:481

40.00 DP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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: 002169 FRAME: 0919

CERTIFICATE OF OWNERSHIP AND MERGER

OF

CONSOLIDATED TRAVEL SERVICES, INC.
a Texas corporation

INTO

VACATION.COM OPERATIONS, INC.
a Delaware corporation(PURSUANT TO SECTION 253 OF THE
GENERAL CORPORATION LAW OF DELAWARE)

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

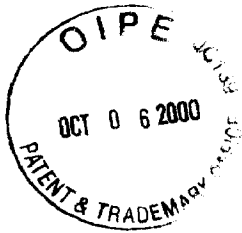
FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Consolidated Travel Services, Inc., a Texas corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent on the ^{60th} day of April, 2000, determined to merge into itself Consolidated Travel Services, 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 in satisfaction of the provisions of Section 4.2(d) of the Second Credit Amendment (as defined in the Asset Exchange Agreement) and as part of the Subsidiary Reorganization (as defined in the Second Credit Amendment);

RESOLVED, that the proposed Certificate of Merger, attached hereto as Exhibit E (the "CTSI Merger Agreement"), pursuant to which Consolidated Travel Services, Inc. would be merged with and into the Corporation (the "CTSI Merger") hereby is approved and adopted and that all of the estate, property, rights, privileges, powers and franchises of Consolidated Travel Services, Inc. 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 Consolidated Travel Services, Inc. in its name;

RESOLVED FURTHER, that pursuant to the CTSI Merger the Corporation assume all of the liabilities and obligations of Consolidated Travel Services, Inc.;

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, to take all such actions and to execute, deliver and file all such documents prescribed by the laws of the States of Delaware and Texas and by the laws of any other appropriate jurisdiction, including, without limitation, the CTSI Merger Agreement and other certificates or articles of merger and applications for governmental or private approval of and consents to the CTSI Merger, as such proper officers or officer shall determine to be necessary or appropriate in connection with the CTSI 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 upon consummation of the CTSI Merger, all shares of capital stock of Consolidated Travel Services, Inc. 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 Corporation; and

RESOLVED FURTHER, that all actions taken and all agreements, instruments, reports, and documents executed, delivered, or filed through the date hereof by any proper officer of the Corporation in the name of and on behalf of the Corporation, in connection with the CTSI Merger are hereby approved, ratified, and confirmed in all respects.

[THIS SPACE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned being a duly authorized officer of Vacation.com Operations, Inc. hereby certifies that the facts hereinabove stated are truly set forth and, accordingly, executes this Certificate of Ownership and Merger this 26th day of April, 2000.

VACATION.COM OPERATIONS, 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