

12-07-2000



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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
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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 Association
- Corporation
- Other
- Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

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Address (line 1)

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Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

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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.

Hessam Kalantar

11/13/00

Name of Person Signing

Signature

Date Signed

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:

"TRAVEL CORPORATION OF AMERICA", A ILLINOIS CORPORATION, WITH AND INTO "GEI-COA ACQUISITION CORPORATION" UNDER THE NAME OF "TRAVCOA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.

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

"Express Mail" mailing label No. EL615825782US

Date of Deposit November 13, 2000

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail" service under the terms of GSA FPMR (41 CFR) 101-11.6 and is addressed to the United States Postal Service and Trademarks, Washington, DC 20504.

Both Akers
(Type or printed name of person mailing paper or fee)

Both Akers
(Signature of person mailing paper or fee)



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 0764386

DATE: 10-30-00

TRADEMARK
REEL: 002191 FRAME: 0102

CERTIFICATE OF MERGER
OF
TRAVEL CORPORATION OF AMERICA
(an Illinois corporation)
WITH AND INTO
GEI-COA ACQUISITION CORPORATION
(a Delaware corporation)

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(a) Travel Corporation of America, which is incorporated under the laws of the State of Illinois; and

(b) GEI-COA Acquisition Corporation, which is incorporated under the laws of the State of Delaware.

2. A Plan and Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law, to wit, by Travel Corporation of America in accordance with the laws of the State of its incorporation and by GEI-COA Acquisition Corporation in the same manner as is provided in Section 251 of the Delaware Corporation Law.

3. The name of the surviving corporation in the merger herein certified is GEI-COA Acquisition Corporation, which will continue its existence as said surviving corporation under the name, Travcoa Corporation, upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.

4. The Certificate of Incorporation of GEI-COA Acquisition Corporation is to be amended and changed by reason of the merger herein certified by striking out Article FIRST relating to the name and by substituting in lieu thereof the following Article:

"FIRST: The name of the Corporation is Travcoa Corporation."

and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the Delaware General Corporation Law.

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows: 2350 S.E. Bristol Street, Newport, CA 92660.

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of Travel Corporation of America consists of 500 shares of common stock, without par value.

Executed on this 26th day of October, 2000.

GEL-COA ACQUISITION
CORPORATION

By: 

Name: Kathleen McGarty
Title: President

"Express Mail" mailing label No. EL61582578205

Date of Deposit November 13, 2000

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under PSN 110 on the date indicated above and is delivered to the Commissioner of Patents and Trademarks, Washington, D.C. 20535.

Beth Akers
(Typed or printed name of person mailing paper or fee)

Beth Akers
(Signature of person mailing paper or fee)

COPY

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF MERGER OF
GEI-COA ACQUISITION CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 27TH day of OCTOBER A.D. 2000 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

Form **BCA-11.25**

(Rev. Jan. 1999)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # 3653-657-8

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

FILED

OCT 27 2000

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 10-27-00

Filing Fee \$ 100.-

Approved: [Signature]

DO NOT SEND CASH!
Remit payment in check or money
order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

1. Names of the corporations proposing to ~~consolidate~~^{merge} ~~or exchange~~ ~~or~~ and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>GEI-COA Acquisition Corporation</u>	<u>Delaware</u>	<u>NR</u>
<u>Travel Corporation of America</u>	<u>Illinois</u>	<u>3653 657-8</u>
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each corporation is incorporated permits such merger, ~~consolidation~~ or ~~exchange~~.

3. (a) Name of the ~~surviving~~^{surviving} ~~corporation~~^{corporation}: GEI-COA Acquisition Corporation
(b) it shall be governed by the laws of: Delaware

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~merger~~^{merger} ~~consolidation~~^{consolidation} ~~or exchange~~ is as follows: Please see attached Plan and Agreement of Merger.

5. Plan of ~~XXXXXX~~ merger ~~XXXXXX~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Travel Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
of America	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger, ~~consolidation~~ or ~~exchange~~ by the Secretary of State of the State of Illinois:

- The surviving, ~~new~~ or ~~acquiring~~ corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, ~~new~~ or ~~acquiring~~ corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, ~~consolidation~~ or ~~exchange~~ the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____.

(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated October 26, 2000
 (Month & Day) (Year)

attested by Helena Krzyk
 (Signature of Secretary or Assistant Secretary)

Helena Krzyk, Secretary
 (Type or Print Name and Title)

GEI-COA Acquisition Corporation
 (Exact Name of Corporation)

by [Signature]
 (Signature of President or Vice President)

Kathleen McCarty-Carey, President
 (Type or Print Name and Title)

Dated October 26, 2000
 (Month & Day) (Year)

attested by Helena Krzyk
 (Signature of Secretary or Assistant Secretary)

Helena Krzyk, Secretary
 (Type or Print Name and Title)

Travel Corporation of America
 (Exact Name of Corporation)

by [Signature]
 (Signature of President or Vice President)

Kathleen McCarty-Carey, President
 (Type or Print Name and Title)

Dated _____, _____
 (Month & Day) (Year)

attested by _____
 (Signature of Secretary or Assistant Secretary)

 (Type or Print Name and Title)

 (Exact Name of Corporation)

by _____
 (Signature of President or Vice President)

 (Type or Print Name and Title)

C-195.8

PLAN AND AGREEMENT OF MERGER
OF
GEI-COA ACQUISITION CORPORATION
AND
TRAVEL CORPORATION OF AMERICA

PLAN AND AGREEMENT OF MERGER, approved on October 24 , 2000 by GEI-COA Acquisition Corporation, a corporation of the State of Delaware (“GEI-COA”), by unanimous written consent of its Board of Directors on said date, and approved on October 24 , 2000 by Travel Corporation of America , a corporation of the State of Illinois (“TRAVCOA”), by unanimous written consent of its Board of Directors on said date.

1. GEI-COA and TRAVCOA shall, pursuant to the provisions of the Business Corporation Act of 1983 of the State of Illinois and of the laws of the jurisdiction of organization of GEI-COA, be merged with and into a single corporation, to wit, GEI-COA, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the “surviving corporation,” and which shall continue to exist as said surviving corporation under the name, Travel Corporation of America, pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of TRAVCOA, which is sometimes hereinafter referred to as the “terminating corporation,” shall cease upon said effective date in accordance with the provisions of the Business Corporation Act of 1983 of the State of Illinois.

2. The Certificate of Incorporation of the surviving corporation as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving corporation, except that Article FIRST relating to the name of the corporation shall be amended and changed so as to read as follows upon the effective date of the merger:

“FIRST: The name of the Corporation is Travcoa Corporation.”

and said Certificate of Incorporation as amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.

3. The by-laws of the surviving corporation as in force and effect upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of said surviving corporation.

4. The directors of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors of the surviving corporation, and the officers of the terminating corporation in office upon the effective date of the merger shall be the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each of the 100 issued and outstanding shares of the terminating corporation, and each of the 100 issued and outstanding shares of GEI-COA Acquisition Corporation, all of which in each case are held by Grand Expeditions, Inc., shall convert into one share of the surviving corporation such that Grand Expeditions, Inc. shall be the holder of 100 shares of the surviving corporation.

6. The Plan and Agreement of Merger herein made and approved shall be submitted to the sole shareholder of the terminating corporation for its approval or rejection in the manner prescribed by the provisions of the Business Corporation Act of 1983 of the State of Illinois and to the sole shareholder of the surviving corporation for its approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization.

7. In the event that the Plan and Agreement of Merger shall have been approved by the sole shareholder of the terminating corporation in the manner prescribed by the provisions of the Business Corporation Act of 1983 of the State of Illinois and by the sole shareholder of the surviving corporation in compliance with the laws of the jurisdiction of its organization, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Illinois and by the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors of the terminating corporation and of the surviving corporation have authorized, empowered, and directed the proper officers of the terminating corporation and of the surviving corporation, respectively, to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to

carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.