

06-01-2001



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To the Honorable Commissioner of Patents and Trademarks

_____ nents or copy thereof.

1. Name of conveying party(ies):

Space & Leisure Time, Inc.

- Individual(s)
- General Partnership
- Corporation-State of Florida
- 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: 1650 King Street
Suite 450
Alexandria, Virginia 22314

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

Execution Date: April 26, 2000

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,144,525 and 1,761,735

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: 203871US-56

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): . . . \$ 65.00

- 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

May 25, 2001
Date

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

05/31/2001 DRYRNE 00000173 1144525

01 FC:481 40.00 00
02 FC:482 OMB No. 0651-0011 (exp. 4/94) 25.00 00

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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: 002306 FRAME: 0969

CERTIFICATE OF OWNERSHIP AND MERGER**OF****SPACE & LEISURE TIME, INC.**
a Florida 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 Space & Leisure Time, Inc., a Florida corporation.**THIRD:** That the Corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent on the ^{1st} day of April, 2000, determined to merge into itself Space & Leisure Time, 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 Plan of Merger, attached hereto as Exhibit F (the "Space Merger Agreement"), pursuant to which Space & Leisure Time, Inc. would be merged with and into the Corporation (the "Space Merger") hereby is approved and adopted and that all of the estate, property, rights, privileges, powers and franchises of Space & Leisure Time, 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 Space & Leisure Time, Inc. in its name;

RESOLVED FURTHER, that pursuant to the Space Merger the Corporation assume all of the liabilities and obligations of Space & Leisure Time, 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 Florida and by the laws of any other appropriate jurisdiction, including, without limitation, the Space Merger Agreement and other certificates or articles of merger and applications for governmental or private approval of and consents to the Space Merger, as such proper officers or officer shall determine to be necessary or appropriate in connection with the Space 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 Space Merger, all shares of capital stock of Space & Leisure Time, 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 surviving corporation of such merger;

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 Space Merger are hereby approved, ratified, and confirmed in all respects; and

FURTHER RESOLVED, that the Corporation hereby waives mailing and receipt of a copy of the Space Merger Agreement.

[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 20th 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