

FORM PTO-1584
(Rev. 8-93)

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

F

07-30-2001



SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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Tab settings ☐ ☐ ☐ ☐ ▼

To the Honorable Commissioner of Patents and Trademarks

101791528

attached original documents or copy thereof.

1. Name of conveying party(ies):

The Joseph Stevens Group, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State California
☐ Other

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

3. Nature of conveyance:

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

January 12, 1998

Execution Date:

2. Name and address of receiving party(ies)

800 Travel Systems, Inc.

Name:

Internal Address:

Street Address: 4802 Gunn Highway, Suite 140

City: Tampa State: FL ZIP: 33624

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-State 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,662,796

1,970,617

Additional numbers attached? ☐ Yes ☒ No

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

Name: J. Todd Timmerman, Esquire

Internal Address:

Shumaker, Loop & Kendrick, LLP

P. O. Box 172609

Street Address: 101 E. Kennedy Blvd., Suite 2800

City: Tampa State: FL ZIP: 33602

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

07-16-2001

U.S. Patent & TMO/TM Mail Rpt Dt #34

(Attach duplicate copy of this page & paying by deposit account)

07/27/2001 LUELLER 00000111 1662796

01 FC:481
02 FC:48240.00 OP
25.00 OP

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.

J. Todd Timmerman, Esq.

Name of Person Signing

Signature

June 13, 2001

Date

8

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

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

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

TRADEMARK

REEL: 2335 FRAME: 0742

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 09 2001



Bill Jones

Secretary of State

FILED

In the office of the Secretary of State
of the State of California

JAN 21 1998

1565419 ant
CERTIFICATE OF MERGER

The undersigned, 800 TRAVEL SYSTEMS, INC., a Delaware corporation, does hereby certify as follows:

1. The name and state of incorporation of each of the constituent corporations are as follows:

800 TRAVEL SYSTEMS, INC., a Delaware corporation
and

[THE JOSEPH STEVENS GROUP, INC., a California corporation

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware.

3. The surviving corporation is 800 TRAVEL SYSTEMS, INC., a Delaware corporation.

4. The certificate of incorporation, as amended, of 800 TRAVEL SYSTEMS, INC., shall be the certificate of incorporation of the surviving corporation.

5. The executed agreement of merger described above is on file at the principal place of business of the surviving corporation, 800 TRAVEL SYSTEMS, INC., located at 4802 Gunn Highway, Suite 140, Tampa, Florida 33624.

6. A copy of the agreement of merger will be furnished by 800 TRAVEL SYSTEMS, INC., on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capital stock of The Joseph Stevens Group, Inc., a California corporation, prior to the merger with and into

800 TRAVEL SYSTEMS, INC., consisted of 20 million shares of common stock, no par value.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on January 12, 1998.

800 TRAVEL SYSTEMS, INC.

By: [Signature]

Title: President

Attest:

[Signature]
Secretary

[CORPORATE SEAL]

24265



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
P.O. BOX 942857
SACRAMENTO, CALIFORNIA 94257-0540
TELEPHONE (916) 845-4124

**Tax Clearance
Certificate**

JANUARY 21, 1998

JOSEPH STEVENS GROUP, INC.
5440 MOREHOUSE DR # 2000
SAN DIEGO CA 92121

ISSUED TO: JOSEPH STEVENS GROUP, INC.
CORP NO.: 1565489

This certificate expires on MARCH 13, 1998

THIS IS TO CERTIFY THAT all taxes imposed on the above-named corporation under the Bank and Corporation Tax Law have been paid or are secured by bond, deposit or other security.

A copy of this Tax Clearance Certificate has been sent to the Office of the Secretary of State at Sacramento, California. The original of this certificate may be retained for the files of the corporation.

The required Secretary of State forms to dissolve, withdraw, or merge must be filed with the Office of the Secretary of State at 1500 Eleventh St., Third Floor, Sacramento, CA 95814-5701 by the expiration date of this notice.

NOTE: If the above process is not completed with the Secretary of State by the expiration date, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

357:CRK:TC:HH

FRANCHISE TAX BOARD

By [Signature]

Authorized Signature
Corporation Asset Tax Clearance Unit



State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"THE JOSEPH STEVENS GROUP, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "800 TRAVEL SYSTEMS, INC." UNDER THE NAME OF
"800 TRAVEL SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-FIRST DAY OF JANUARY, A.D. 1998, AT
11:45 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2560723 8100M

AUTHENTICATION: 1230027

010326427

DATE: 07-06-01

TRADEMARK
REEL: 2335 FRAME: 0747

CERTIFICATE OF MERGER

The undersigned, 800 TRAVEL SYSTEMS, INC., a Delaware corporation, does hereby certify as follows:

1. The name and state of incorporation of each of the constituent corporations are as follows:

800 TRAVEL SYSTEMS, INC., a Delaware corporation

and

THE JOSEPH STEVENS GROUP, INC., a California corporation

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware.

3. The surviving corporation is 800 TRAVEL SYSTEMS, INC., a Delaware corporation.

4. The certificate of incorporation, as amended, of 800 TRAVEL SYSTEMS, INC., shall be the certificate of incorporation of the surviving corporation.

5. The executed agreement of merger described above is on file at the principal place of business of the surviving corporation, 800 TRAVEL SYSTEMS, INC., located at 4802 Gunn Highway, Suite 140, Tampa, Florida 33624.

6. A copy of the agreement of merger will be furnished by 800 TRAVEL SYSTEMS, INC., on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capital stock of The Joseph Stevens Group, Inc., a California corporation, prior to the merger with and into

800 TRAVEL SYSTEMS, INC., consisted of 20 million shares of common stock, no par value.


IN WITNESS WHEREOF, the undersigned has executed this Certificate on January 21, 1998.

800 TRAVEL SYSTEMS, INC.

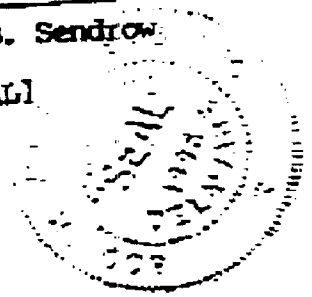
By: 

Title: ~~President~~

Attest: Mark Mastrini


Secretary Jerrold B. Sendrow

(CORPORATE SEAL)



34265