

08-28-2001



101824349

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **Fairfield Communities, Inc.** *8/22/01*

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other 08/22/01

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

2. Name and address of receiving party(ies)  
 Name: **Fairfield Resorts, Inc.**  
 Internal Address: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Street Address: **8669 Commodity Circle, Suite 200**  
**Orlando** State: **FL** Zip: **32819**  
 City: \_\_\_\_\_ State: **FL** Zip: **32819**

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

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: **6/26/2001**

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 B. Trademark Registration No.(s)

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: **Susan L. Crane, Esq.**  
 Internal Address: **Cendant Corporation**  
 Street Address: **One Sylvan Way**  
 City: **Parsippany** State: **NJ** Zip: **07054**

08/27/2001 6TON11 00000251 501291 76073697  
 01 PC:481 40.00 CH  
 02 PC:482 675.00 CH

6. Total number of applications and registrations involved: **28**

7. Total fee (37 CFR 3.41).....\$ \_\_\_\_\_  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
**501291**

(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.*

**Susan L. Crane**  
 Name of Person Signing

*Susan Crane*  
 Signature

**August 16, 2001**  
 Date

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

**Recordation Form Cover Sheet**

**ATTACHMENT I**

<b>MARK</b>	<b>APPLICATION NO.</b>	<b>REGISTRATION NO.</b>
A GREAT BEGINNING	76073697	
AMBASSADOR ADVANTAGE	76094067	
AMBASSADOR ATTACHE	76094066	
AMBASSADOR CONNECTIONS	76094068	
AMBASSADOR REWARDS	76094065	
CREATING A LIFETIME OF MEMORABLE VACATIONS	76070468	
CREATING A LIFETIME OF VACATIONS	76070467	
DISCOVER YOUR FAVORITE AMERICA	75543124	
FAIRFIELD	75976761	
FAIRFIELD		2163287
FAIRFIELD		1040712
FAIRFIELD DISCOVERY VACATIONS	75004314	
FAIRFIELD PERSONAL VACATION SYSTEM		2211360
FAIRFIELD VACATION CLEARINGHOUSE INTERNATIONAL	75004315	
FAIRSHARE	76008694	
FAIRSHARE PLUS	76010705	
FAIRSHARE PLUS		1764885
FAX		2290768
GET UP & GO!	76174621	
GETUP & GO WITH FAIRFIELD	76174839	
GET UP 'N' GO VACATIONS		1922492
LESIUREPLAN		1764932
PASSPORT TO PARADISE	76008695	
RESHAPING TODAY'S VACATION INDUSTRY	76111856	
SELECT VACATION CLUB	75841217	
THE BEST WAY TO PLAY	76070466	
THE RESORT ADVANTAGE	76275901	
VACATION CLEARINGHOUSE INTERNATIONAL	76095098	

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 AMENDMENT OF "FAIRFIELD COMMUNITIES, INC.", CHANGING ITS NAME FROM "FAIRFIELD COMMUNITIES, INC." TO "FAIRFIELD RESORTS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2001, AT 2:30 O'CLOCK P.M.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0729708 8100

010308082

AUTHENTICATION: 1214017

DATE: 06-27-01

TRADEMARK  
REEL: 002356 FRAME: 0216

**Certificate of Amendment**

of

**Certificate of Incorporation**

Fairfield Communities, Inc. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable an amendment to the Certificate of Incorporation of the Corporation to change the name of the Corporation to "Fairfield Resorts, Inc."

**SECOND:** That in lieu of a meeting and vote of the stockholder, the sole stockholder has given its unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware by adopting the following resolution:

**RESOLVED**, that Article **FIRST** of the Certificate of Incorporation be amended to read as follows:

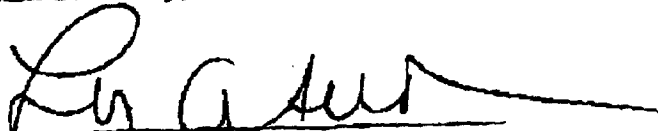
"**FIRST:** The name of the Corporation is Fairfield Resorts, Inc."

**FURTHER RESOLVED**, that the foregoing name change shall be effective as of June 26, 2001.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

**FOURTH:** This Certificate of Amendment of the Certificate of Incorporation shall be effective June 26, 2001.

IN WITNESS WHEREOF, said Fairfield Communities, Inc. has caused this certificate to be signed by Lynn A. Feldman, Assistant Secretary, this 26th day of June 2001.

  
Lynn A. Feldman

TOTAL P. 02