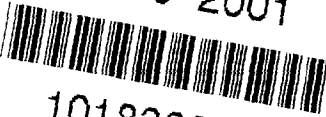


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SHEET



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To the Honorable Commissioner of Patents

101833801

Attached original documents or copy thereof.

1. Name of conveying party(ies):
MTI Vacations, Inc.

827-01

Name of receiving party(ies):

Name: Globetrotters Vacations, Inc.

Internal Address:

Street Address: 2211 Butterfield Road

Downers Grove, IL 60515

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: September 8, 1999

- 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 registration number(s):
A. Trademark Application No.(s)

B. Trademark registration No.(s)
1,286,459 1,286,456 2,054,577

Additional numbers attached? Yes No

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

Name: Timothy J. Lyden

Internal Address: Hogan & Hartson LLP

Street Address: 8300 Greensboro Drive

Suite 1100

City: McLean State: VA Zip: 22102

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
08-2550

(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.

Timothy J. Lyden
Name of Person Signing

[Signature]
Signature

8/24/01
Date

Total number of pages comprising cover sheet: 4

09/05/2001 AHMED1 00000015 1286459

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02 FC:482 50.00 DP

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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 "MTI VACATIONS, INC.", CHANGING ITS NAME FROM "MTI VACATIONS, INC." TO "GLOBETROTTERS VACATIONS, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF SEPTEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1301487

DATE: 08-17-01

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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MTI VACATIONS, INC.**

MTI Vacations, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: That in accordance with the requirements of Section 242 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation, acting by written consent signed by all of the directors of the Corporation pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, duly adopted resolutions: (1) proposing and declaring advisable changing the name of the Corporation to "Globetrotters Vacations, Inc."; (2) proposing and declaring advisable the amendment of the Certificate of Incorporation of the Corporation to reflect such name change; and (3) recommending that such name change and amendment be submitted to the sole stockholder of the Corporation for their consideration, action and approval.

SECOND: That the amendments to the Certificate of Incorporation of the Corporation are as follows:

"Article I" of the Certificate of Incorporation is hereby amended in its entirety as follows:

ARTICLE I

The name of the corporation is Globetrotters Vacations, Inc. (hereinafter referred to as the "Corporation").

THIRD: That thereafter, pursuant to resolution of the Board of Directors, the sole stockholder of the Corporation, acting by written consent pursuant to Section 228(d) of the General Corporation Law of the State of Delaware, duly approved such name change and the aforesaid amendment to the Certificate of Incorporation of the Corporation to reflect such name change.

FOURTH: That the aforesaid amendments to the Certificate of Incorporation of the Corporation were duly adopted in accordance with the provisions of Sections 141(f), 228, 229 and 242 of the General Corporation Law of the State of Delaware.

FIFTH: That upon this Certificate of Amendment of Certificate of Incorporation of MTI Vacations, Inc. becoming effective, the name of the Corporation shall be changed to

Globetrotters Vacations, Inc.

IN WITNESS WHEREOF, MTI Vacations, Inc. has caused this Certificate of Amendment of Certificate of Incorporation to be duly signed by Roger H. Ballou, its Chairman and Chief Executive Officer, on September 1, 1999.

MTI VACATIONS, INC.

By: *Roger H. Ballou*
Roger H. Ballou
Chairman and Chief Executive Officer

Attest:

Larry R. Gilbertson

Larry R. Gilbertson
Secretary

[CORPORATE SEAL]