

01-23-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Vacation.com Corporation 1-15-02
Individual(s) Association General Partnership Limited Partnership
[X] Corporation-State of Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Vacation.com, Inc.
Internal Address:
Street Address: 1650 King Street, #450
City: Alexandria State: VA Zip: 22314
Individual(s) citizenship Association General Partnership Limited Partnership
[X] Corporation-State of New York
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: September 28, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/090296; 76/090297
B. Trademark Registration No.(s)
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 2

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Margaret A. Boulware
Internal Address:
Street Address: Jenkins & Gilchrist P.C. 1100 Louisiana, Suite 1800
City: Houston State: TX Zip: 77002

7. Total fee (37 CFR 3.41): \$65.00
[X] Enclosed
[X] Any deficiencies are authorized to be charged to deposit account
8. Deposit account number: 10-0447 (41235-00085)
(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.
Margaret A. Boulware Signature Date Nov. 19, 2001
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

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

01/23/2002 TDIAZI 00000024 76090296
01 FC:481 40.00 DP
02 FC:482 25.00 DP

TRADEMARK REEL: 002427 FRAME: 0842

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

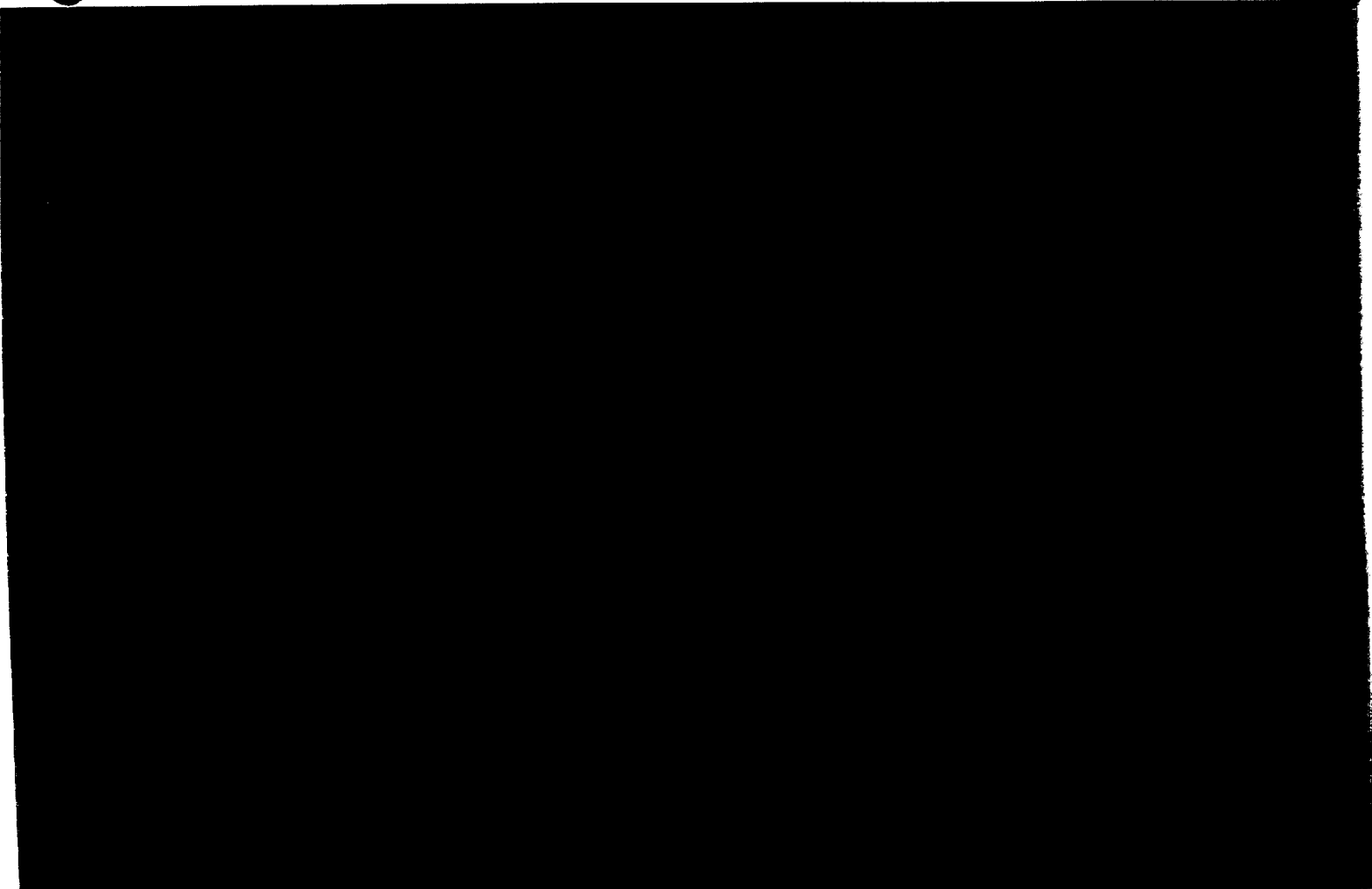
Witness my hand and seal of the Department of State on SEP 28 2001



A handwritten signature in black ink, appearing to read "J. Heub", followed by a long horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (7/00)



**CERTIFICATE OF MERGER
OF
VACATION.COM CORPORATION
INTO
VACATION.COM, INC.**

Under Section 905 of the Business Corporation Law

It is hereby certified by the corporation named herein as the surviving corporation as follows:

- 1. (a) The name of each corporation to be merged is as follows:
 Vacation.com, Inc., a New York corporation (The name under which Vacation.com, Inc. was formed is Cruiselink Plus, Inc.)
 Vacation.com Corporation, a Delaware corporation (The name under which Vacation.com Corporation was formed is Vacation.com Holdings, Inc.)
- (b) The name of the surviving corporation is Vacation.com, Inc.

2. The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the plan of merger, are as follows:

Corporation to be Merged	Designation of Outstanding Shares	Number of Outstanding Shares	Number of Outstanding Shares owned by Surviving Corporation
Vacation.com Corporation	Common stock	1,000	1,000

3. The merger shall be effective on September 30, 2001.

4. The certificate of incorporation of Vacation.com, Inc. was filed with the Department of State on May 14, 1992. The certificate of incorporation of Vacation.com Corporation was filed with the Secretary of State of the State of Delaware on November 18, 1999. No Application for Authority in the State of New York of Vacation.com Corporation to transact business as a foreign corporation therein was filed with the Department of State of the State of New York.

5. The Plan of Merger was adopted by the Board of Directors of Vacation.com, Inc. by unanimous written consent dated September 28, 2001 given in accordance with Section 708 of the Business Corporation Law.

Executed on September 28, 2001

VACATION.COM, INC.

By: /s/ Edna W. Lopez
Name: Edna W. Lopez
Title: Secretary

Doc. #1045923

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CO SERVICES GROUP TRADEMARK

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NO. 6829 3

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 OWNERSHIP, WHICH MERGES:

"VACATION.COM CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "VACATION.COM, INC." UNDER THE NAME OF
"VACATION.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS
OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2001, AT 12:04
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF
SEPTEMBER, A.D. 2001.

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

AUTHENTICATION: 1366982

DATE: 09-28-01

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TRADEMARK
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

VACATION.COM CORPORATION
(a Delaware Corporation)

INTO

VACATION.COM, INC.
(a New York Corporation)

It is hereby certified that:

1. Vacation.com, Inc. (hereinafter sometimes referred to as the "Corporation") is a corporation of the State of New York.
2. The Corporation is the owner of all of the outstanding shares of common stock of Vacation.com Corporation, which is a corporation of the State of Delaware.
3. On September 28, 2001, the Board of Directors of the Corporation adopted the following resolutions to merge Vacation.com Corporation into the Corporation:

WHEREAS, the Corporation owns all of the issued and outstanding capital stock of Vacation.com Corporation, a Delaware corporation (the "Subsidiary"); and

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation that the Subsidiary be merged with and into the Corporation, with the Corporation being the surviving corporation, effective as of September 30, 2001 (the "Merger"), pursuant to Section 907 of the New York Business Corporation Law and Section 253 of the Delaware General Corporation Law;

NOW, THEREFORE, IT IS RESOLVED that, effective as of September 30, 2001, the Subsidiary shall be merged with and into the Corporation and all of the estate, property, rights, privileges, powers, and franchises of the Subsidiary shall 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 the Subsidiary in its name:

RESOLVED FURTHER, that the Corporation shall assume all of the obligations of the Subsidiary;

RESOLVED FURTHER, that the Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for

enforcement of any obligation of the Subsidiary, as well as for enforcement of any obligation of the Corporation arising from the merger herein provided for; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

9250 NW 36th Street
Miami, Florida 33178
Attention: Legal Department

RESOLVED FURTHER, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of New York, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of the Subsidiary and of the Corporation and in any other appropriate jurisdiction.

4. The merger of Vacation.com Corporation into the Corporation pursuant to this Certificate of Ownership and Merger shall be effective on September 30, 2001.

Executed on September 28, 2001.

VACATION.COM, INC.

By: /s/ Edna W. Lopez
Name: Edna W. Lopez
Title: Secretary

Doc. #1046177