

01-23-2002

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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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 Operations, Inc.

1-15-02

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

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

3. Nature of conveyance:

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

Execution Date: **September 28, 2001**

2. Name and address of receiving party(ies)

Name: **Vacation.com Corporation**

Internal

Address: _____

Street Address: **1650 King Street, #450**City: **Alexandria** State: **VA** Zip: **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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1761735; 2189406; 2475519Additional number(s) attached ☐ Yes ☒ No

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**6. Total number of applications and registrations involved: **3**7. Total fee (37 CFR 3.41).....\$**90.00**

- ☒ Enclosed
☒ 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

Name of Person Signing

Signature

Nov. 19, 2001

Date

6

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

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

01/23/2002 TDIAZ1 00000026 1761735

40.00 DP
50.00 DP01 EC:481
02 EC:482TRADEMARK
REEL: 002428 FRAME: 0646

CERTIFICATE OF OWNERSHIP AND MERGER

OF

VACATION.COM OPERATIONS, INC.
(a Delaware Corporation)

INTO

VACATION.COM CORPORATION
(a Delaware Corporation)

It is hereby certified that:

1. Vacation.com Corporation (hereinafter sometimes referred to as the "Corporation") is a corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of common stock of Vacation.com Operations, Inc., which is also 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 Operations, Inc. into the Corporation:

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

WHEREAS, the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation that VCOM Operations be merged with and into the Corporation, with the Corporation being the surviving corporation, effective as of September 30, 2001, pursuant to Section 253 of the Delaware General Corporation Law;

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

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

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

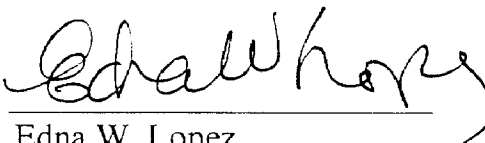
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Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and in any other appropriate jurisdiction.

4. The merger of Vacation.com Operations, Inc. 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 Corporation

By: 
Name: Edna W. Lopez
Title: Secretary

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 OWNERSHIP, WHICH MERGES:

"VACATION.COM OPERATIONS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "VACATION.COM CORPORATION" UNDER THE NAME OF
"VACATION.COM CORPORATION", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2001, AT
12 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: 1366869

DATE: 09-28-01

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010483493

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REEL: 002428 FRAME: 0649

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OF

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(a Delaware Corporation)

INTO

VACATION.COM CORPORATION
(a Delaware Corporation)

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Vacation.com Corporation

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