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Attorney Docket No.G00685/20003 (DRW):

Form PTO-T594
(Rev.03/01)
OMB No.0651-0027 (exp. 5/31/2002)

09-27-2002



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

To the Honorable Commissioner

ached original documents or copy thereof.

1. Name of conveying party(ies)

102234559

Address of receiving party(ies):

Travel Ventures, Inc.

Name: Grand Circle LLC

Individual(s) citizenship:

Street Address: 347 Congress Street
Boston, MA 02210

State of Incorporation - Massachusetts

State of Incorporation - Delaware

Additional name(s) of conveying party(ies) attached?
NO

If assignee is not domiciled in the United States, a domestic representative designation is attached.

(Designations must be a separate document from assignment.)

3. Nature of conveyance:

Merger

Additional name(s) & address(es) attached? NO

Execution Date: July 29, 1999

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

A. Trademark Application No(s):

B. Trademark Registration No(s):

1,210,036

Additional number(s) attached? NO

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

Douglas R. Wolf
Wolf, Greenfield & Sacks. P.C.
Federal Reserve Plaza
600 Atlantic Avenue
Boston, MA 02210

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed

If the enclosed fee is insufficient, the Commissioner is authorized to charge the fee to the account of the undersigned.

8. Deposit account number: 23/2825

DO NOT USE THIS SPACE

9. Signature

Douglas R. Wolf

September 18, 2002

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 3

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

09/25/2002 DBYRME 00000172 1210036

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FINANCE SECTION

TRADEMARK
REEL: 002589 FRAME: 0141

JUL. 30. 1999 12:02PM

GOULSTON, STORRS

NO. 9178 P. 2/3

CERTIFICATE OF MERGER
(DELAWARE)
OF
GRAND CIRCLE TRAVEL, INC.
AND
TRAVEL VENTURES, INC.,
 Massachusetts corporations,
AND
OVERSEAS ADVENTURE TRAVEL PARTNERS, INC.,
 a Delaware corporation,
INTO
GRAND CIRCLE LLC,
 a Delaware limited liability company

GRAND CIRCLE LLC, a limited liability company organized under the Delaware Limited Liability Company Act (the "Delaware Act"), for the purpose of merging with another entity pursuant to Sections 18-209 and 264 of the Delaware Act", hereby certifies that:

1. The name and jurisdiction of each of the entities that are parties to the merger are:

<u>Name</u>	<u>Jurisdiction</u>
Grand Circle LLC	Delaware
Grand Circle Travel, Inc.	Massachusetts
Travel Ventures, Inc.	Massachusetts
Overseas Adventure Travel Partners, Inc.	Delaware

(Grand Circle LLC, a Delaware limited liability company, is sometimes hereinafter referred to as the "Delaware LLC" and Grand Circle Travel, Inc., Overseas Adventure Travel Partners, Inc. and Travel Ventures, Inc. are sometimes hereinafter referred to collectively as the "Constituent Corporations".)

2. An Agreement of Merger has been approved and executed by each of the Delaware LLC and the Constituent Corporations, in accordance with the governing documents and the governing law for each such entity.
3. The name of the surviving entity is Grand Circle LLC.
4. The Agreement of Merger will be kept on file at the following place of business of the surviving entity: 347 Congress Street, Boston, MA 02110.
5. A copy of the Agreement of Merger will be furnished by the Delaware LLC, on request and without cost, to any member of the Delaware LLC or the stockholders of the Constituent Corporations.
6. The effective date of the merger shall be August 1, 1999.

JUL 30 1999 12:02PM

GOULSTON STORRS

NO. 9178 P. 3/3

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 29th day of July, 1999, and is being filed as required by Section 18-209 of the Delaware Act by persons duly authorized by Grand Circle LLC, the surviving entity in the merger.

GRAND CIRCLE LLC

By: Alan E. Lewis
Alan E. Lewis, Manager