

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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):
Lexington Services Associates, Ltd.

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

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

2. Name and address of receiving party(ies)
Name: **Lexington Services, LLC**

Internal Address: _____

Street Address: **2120 Walnut Hill Lane**

City: **Irving** State: **TX** Zip: **75038**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other **Delaware Limited Liability Company**

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: **November 7, 2003**

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
76/130667

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
2,122,864 1,738,768

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Jessica N. Cohen, Esq.**

Internal Address: **c/o Morgan, Lewis & Bockius LLP**
38th Floor

Street Address: **101 Park Avenue**

City: **New York** State: **NY** Zip: **10178**

6. Total number of applications and registrations involved: **3**

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

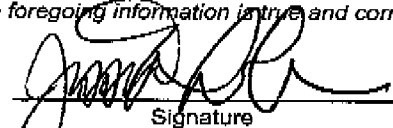
Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
13-4520

(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.

Jessica N. Cohen, Esq.  **November 14, 2003**

Name of Person Signing Signature Date

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

CH \$90.00 134620 76130667

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

Lexington Services Limited, LLC
Foreign Limited Liability Company (LLC)
DE, USA

[Entity not of Record, Filing Number Not Available]

LEXINGTON SERVICES ASSOCIATES, LTD.
Domestic Limited Partnership (LP)
[Filing Number: 6336710]

Into

Lexington Services, LLC
Foreign Limited Liability Company (LLC)
DE, USA

[Entity not of Record, Filing Number Not Available]

have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated: 11/07/2003

Effective: 11/07/2003



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

NOV 07 2003

Corporations Section

CERTIFICATE OF MERGER
OF
LEXINGTON SERVICES ASSOCIATES, LTD. AND
LEXINGTON SERVICES LIMITED, LLC
WITH AND INTO
LEXINGTON SERVICES, LLC

Pursuant to the provisions of Section 2.11 of the Texas Revised Limited Partnership Act (the "Partnership Act"), Lexington Services Associates, Ltd., a Texas limited partnership, Lexington Services Limited, LLC, a Delaware limited liability company, and Lexington Services, LLC, a Delaware limited liability company, hereby certify as follows:

FIRST: Lexington Services Associates, Ltd. ("LSA") is a limited partnership duly organized and existing under the laws of Texas.

SECOND: Lexington Services, LLC, the general partner of LSA (the "General Partner"), is a limited liability company duly organized and existing under the laws of Delaware.

THIRD: Lexington Services Limited, LLC, the limited partner of LSA (the "Limited Partner"), is a limited liability company duly organized and existing under the laws of Delaware.

FOURTH: An Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 4, 2003, setting forth the terms and conditions of the initial merger of LSA with and into the General Partner and the immediately subsequent merger of the Limited Partner with and into General Partner (collectively, the "Merger"), has been approved, adopted, certified, executed and acknowledged by the partners of LSA and the sole member of each of the Limited Partner and the General Partner in accordance with the Partnership Act, the Agreement of Limited Partnership of LSA, as amended, (the "Partnership Agreement") and Section 18-209 of the Delaware Limited Liability Company Act (the "LLC Act"). The Merger Agreement has been duly authorized by all action required by the Partnership Act, the LLC Act, the Partnership Agreement, the constituent documents of LSA, the constituent documents of the Limited Partner and the constituent documents of the General Partner. The Merger Agreement has been provided to the Limited Partner and the General Partner, each of which waived the requirement under Section 2.11(d) of the Partnership Act that such Merger Agreement be delivered at least twenty (20) days before the Merger becomes effective.

FIFTH: The name of the surviving entity in the Merger shall be "Lexington Services, LLC".

TRADEMARK
REEL: 002747 FRAME: 0480

SIXTH: The Certificate of Formation of the General Partner shall remain in full force and effect until amended in accordance with the Delaware Limited Liability Company Act.

SEVENTH: An executed copy of the Merger Agreement is on file at the principal place of business of the General Partner at the following address:

2120 Walnut Hill Lane
Irving, TX 75038

EIGHTH: A copy of the Merger Agreement will be furnished by the General Partner Company, on request and without cost, to any creditor or obligee of LSA, the Limited Partner or the General Partner.

NINTH: A copy of the Merger Agreement will be furnished by the General Partner, on request and without cost, to any person holding an interest in LSA, the Limited Partner or the General Partner.

TENTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of Texas.

[Signature page follows]

FROM-WYTRAVEL NORTH AMERICA

5612660162

T-233 P.04/07 F-465

IN WITNESS WHEREOF, Lexington Services Associates, Ltd. Lexington Services Limited, LLC and Lexington Services, LLC have caused this Certificate of Merger to be executed in their names as of the 7th day of November, 2003.

LEXINGTON SERVICES LIMITED, LLC

By: TRAVEL GROUP HOLDINGS, INC.
as Member

By: [Signature]
Name: ROBERT MARAIST
Title: VICE PRESIDENT
ASSISTANT SECRETARY

LEXINGTON SERVICES, LLC

By: TRAVEL GROUP HOLDINGS, INC.
as Member

By: [Signature]
Name: ROBERT MARAIST
Title: VICE PRESIDENT
ASSISTANT SECRETARY

LEXINGTON SERVICES ASSOCIATES, LTD.

By: LEXINGTON SERVICES, LLC
as General Partner

By: _____
Name:
Title:

FROM MYTRAVEL NORTH AMERICA

5612560162

T-231 P.11/11 F-460

IN WITNESS WHEREOF, Lexington Services Associates, Ltd. Lexington Services Limited, LLC and Lexington Services, LLC have caused this Certificate of Merger to be executed in their names as of the 7th day of November, 2003.

**LEXINGTON SERVICES
LIMITED, LLC**

By: TRAVEL GROUP HOLDINGS,
INC.
as Member

By: _____
Name:
Title:

LEXINGTON SERVICES, LLC

By: TRAVEL GROUP HOLDINGS,
INC.
as Member

By: _____
Name:
Title:

**LEXINGTON SERVICES
ASSOCIATES, LTD.**

By: LEXINGTON SERVICES, LLC
as General Partner

By: *Robert Malant*
Name: ROBERT MALANT
Title: VICE PRESIDENT
ASSISTANT SECRETARY

Morgan, Lewis & Bockius LLP
101 Park Avenue
New York, NY 10178-0060
TEL: 212.309.6000
FAX: 212.309.6273
www.morganlewis.com

Morgan Lewis
C O U N S E L O R S A T L A W

SEND TO

Name: **Commissioner for Trademarks** Firm:
FAX #: **703-306-5995** Telephone #:

FROM

Name: **Jessica N. Cohen** Floor: **38**
Operator Sending: Telephone #: **212-309-6764**
FAX #: Date Sent: November 14, 2003 Number of Pages: **7**
(including cover page)

FAX MESSAGE

THE INFORMATION CONTAINED IN THIS FAX MESSAGE IS INTENDED ONLY FOR THE PERSONAL AND CONFIDENTIAL USE OF THE RECIPIENTS NAMED HERE. THIS MESSAGE MAY BE AN ATTORNEY-CLIENT COMMUNICATION AND AS SUCH IS PRIVILEGED AND CONFIDENTIAL. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT OR AN AGENT RESPONSIBLE FOR DELIVERING IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT YOU HAVE RECEIVED THIS DOCUMENT IN ERROR AND THAT ANY REVIEW, DISSEMINATION, DISTRIBUTION, OR COPYING OF THIS MESSAGE IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US BY MAIL. THANK YOU.

COMMENTS

2003 NOV 14 PM 7:00

Morgan, Lewis & Bockius LLP
101 Park Avenue
New York, NY 10178-0060
Tel: 212.309.6000
Fax: 212.309.6001
www.morganlewis.com

Morgan Lewis
C O U N S E L O R S A T L A W

Jessica N. Cohen
(212) 309-6764
jcohen@morganlewis.com

November 14, 2003

VIA FACSIMILE – (703) 306-5995

Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Attention: Assignment Branch

Re: Recordation of Merger
Our Ref.: 044978-0059

Dear Madam:

We enclose for recording at the Assignment Branch a Recordation Cover Sheet reflecting a Merger between Lexington Services Associates, Ltd. and Lexington Services, LLC.

The details of this recording are set forth in the enclosed Recordation Form Cover Sheet in compliance with the Patent and Trademark Office Rules. Please charge all necessary fees to the deposit account of Morgan, Lewis & Bockius LLP, Account No. 13-4520.

Please call me if you have any questions regarding this filing. Thank you for your assistance.

Sincerely,



Jessica N. Cohen

Enclosures