



**EXHIBIT A to Certificate of Merger Recordal**

<u>Trademark</u>	<u>Serial No./ Registration No.</u>	<u>Filing Date/ Registration Date</u>	<u>Status</u>
THE VACATION STORE	2148470	07-Apr-1998	Registered
TVS	2148469	07-Apr-1998	Registered

# Delaware

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*The First State*

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 MERGER, WHICH MERGES:

"THE NLG VACATION STORE, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "NATIONAL LEISURE GROUP, INC." UNDER THE NAME OF "NATIONAL LEISURE GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF DECEMBER, A.D. 2003, AT 11:40 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3033250

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DATE: 04-05-04

TRADEMARK

REEL: 002827 FRAME: 0105

Secretary of State  
 Division of Corporations  
 Delivered 11:48 AM 12/03/2003  
 FILED 11:40 AM 12/03/2003  
 SRV 030772864 - 2471735 FILE

**CERTIFICATE OF MERGER**

of

**THE NLG VACATION STORE, LLC,  
 a Delaware limited liability company**

with and into

**NATIONAL LEISURE GROUP, INC.,  
 a Delaware corporation**

**UNDER SECTION 264 OF THE GENERAL CORPORATION LAW  
 OF THE STATE OF DELAWARE**

Pursuant to Section 264 of the Delaware General Corporation Law (the "DGCL"), National Leisure Group, Inc., a Delaware corporation (the "Company"), hereby certifies to the following information relating to the merger of The NLG Vacation Store, LLC, a Delaware limited liability company ("Merger Co."), into the Company (the "Merger"):

**FIRST:** That the names and states of incorporation of the Company and Merger Co., which are the constituent companies in the Merger (the "Constituent Companies"), are as follows:

<u>Name</u>	<u>State</u>
National Leisure Group, Inc.	Delaware
The NLG Vacation Store, LLC	Delaware

**SECOND:** The Agreement and Plan of Merger dated as of December 3, 2003 (the "Merger Agreement") among Merger Co. and the Company, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Companies in accordance with the provisions of Section 264 of the DGCL. The holders of record of a majority of the outstanding shares of each class of capital stock of the Company entitled to vote thereon voted to adopt the Merger Agreement by a unanimous written consent dated as of November 20, 2003. The sole member of Merger Co. adopted resolutions approving the Merger Agreement by unanimous written consent dated as of November 20, 2003.

**THIRD:** That the name of the corporation surviving the Merger (the "Surviving Corporation") is "National Leisure Group, Inc."

**FOURTH:** That pursuant to the Merger Agreement, the Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of the

Company, and thereafter may be amended in accordance with its terms and as provided by law.

**FIFTH:** That the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is: 100 Sylvan Road, Suite 600, Woburn MA 01801.

**SIXTH:** That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Companies.

**SEVENTH:** This Certificate of Merger shall be effective upon filing in accordance with the provisions of Section 103 and 264 of the Delaware General Corporation Law.

*[The remainder of this page intentionally left blank.]*

\* \* \*

IN WITNESS WHEREOF, the Company has caused this certificate to be signed  
its Chief Financial Officer this 3rd day of December, 2003.

NATIONAL LEISURE GROUP, INC.

By: /s/ Stephen Spohn  
Name: Stephen Spohn  
Title: Chief Financial Officer