

Form PTO-1594
(rev 06/04)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U. S. Department of Commerce
Patent and Trademark Office

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:

1. Name of conveying party(ies)/Execution Date(s):
Student Advantage, Inc.

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

Citizenship

Execution Date(s)

Effective date - February 28, 2005

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

2. Name and Address of receiving party(ies)

Additional name(s) & address(es) attached? Yes No
RVS Ventures, Inc.

Street Address: 280 Summer Street

City: Boston

State: Massachusetts

Country: USA Zip: 02210

Association – Citizenship

General Partnership – Citizenship

Limited Partnership – Citizenship

Corporation – State: Delaware

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No.

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Government Interest Assignment
- Other

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

A. Trademark Application No(s). 8

78299637	78411286	78299656
78406165	76627963	78413252
78429851	76036731	

B. Trademark Registration No(s). 2

2648005 2705861

Additional numbers attached? Yes No

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

Richard S. Eisert, Esq.
DAVIS & GILBERT LLP
1740 Broadway
New York, New York 10019

Tel: (212) 468-4800

Fax: (212) 468-4888

REisert@DGLaw.com

6. Total number of applications and registrations involved:

10

7. Total fee (37 CFR 1.21(h) and 3.41) \$265.00

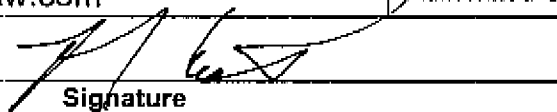
All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 6581-9999)

8. Payment Information

Deposit Account No. 502293

Authorized User Name: Lore Traband

9. Signature.



Signature

Date 4/25/2005

Richard S. Eisert

Name of Person Signing

Total number of pages including cover sheet, and TRADEMARK

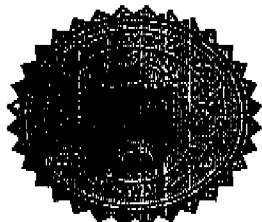
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Delaware

PAGE 1

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 AMENDMENT OF "STUDENT ADVANTAGE, INC.", CHANGING ITS NAME FROM "STUDENT ADVANTAGE, INC." TO "RVS VENTURES, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2005, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3831620

2484055 8100

050328097

DATE: 04-22-05
TRADEMARK
REEL: 003104 FRAME: 0491

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
STUDENT ADVANTAGE, INC.**

(Under Section 242 and 228 of the Delaware General Corporation Law)

The undersigned, being the President of Student Advantage, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby amend and certify as follows:

1. The name of the Corporation is Student Advantage, Inc.

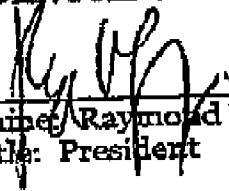
2. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article One of the Corporation's Certificate of Incorporation in its entirety and substituting the following:

"The name of the corporation (hereinafter called the "Corporation") is RVS Ventures, Inc."

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, being a duly elected officer of the Corporation, has executed this Certificate of Amendment and affirms the statements herein contained on this 28th day of February, 2005.

STUDENT ADVANTAGE, INC.

By: 
Name: Raymond V. Sozzi, Jr.
Title: President

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02/28/2005 1681975.01

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:39 PM 02/28/2005
FILED 04:30 PM 02/28/2005
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