

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/30/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Passenger, Inc.		10/30/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Think Passenger, Inc.
Street Address:	6100 Wilshire Blvd., Suite 1100
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90048
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	78712287	PASSENGER
Serial Number:	78712296	PASSENGER

CORRESPONDENCE DATA

Fax Number: (415)765-6094
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (415)434-1600
 Email: amcalister@howardrice.com, kfrank@howardrice.com,
 trademarks@howardrice.com
 Correspondent Name: Howard, Rice, Nemerovski, Canady et al
 Address Line 1: Three Embarcadero Center, Seventh Floor
 Address Line 4: San Francisco, CALIFORNIA 94111

ATTORNEY DOCKET NUMBER:	16407.0002
NAME OF SUBMITTER:	Karen S. Frank

CH \$65.00 78712287

Signature:

/ksf/

Date:

11/15/2006

Total Attachments: 2

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CERTIFICATE OF MERGER

OF

PASSENGER, INC.,
a California corporation

INTO

THINK PASSENGER, INC.
a Delaware corporation

Under Section 252(c) of the Delaware General Corporation Law, Think Passenger, Inc., a Delaware corporation, hereby certifies that:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger are (1) Passenger, Inc., a California corporation, and (2) Think Passenger, Inc., a Delaware corporation

SECOND: An agreement and plan of merger (the "*Agreement and Plan of Merger*") providing for the merger of Passenger, Inc., a California corporation (the "*Disappearing Corporation*"), into Think Passenger, Inc., a Delaware corporation (the "*Surviving Corporation*"), has been duly approved, adopted, certified, executed and acknowledged in accordance with Section 252(c) of the Delaware General Corporation Law.

THIRD: The full name of the Surviving Corporation is Think Passenger, Inc.

FOURTH: The certificate of incorporation of Think Passenger, Inc., a Delaware corporation, shall be the certificate of incorporation of the Surviving Corporation

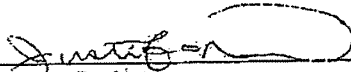
FIFTH: The Agreement and Plan of Merger as executed is on file at the principal place of business of the Surviving Corporation at:

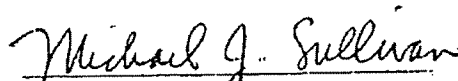
Think Passenger, Inc.
6100 Wilshire Blvd., Suite 1100
Los Angeles, CA 90048

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The aggregate number of shares of stock which the Disappearing Corporation has the authority to issue is 19,265,678 shares, of which 13,600,000 are designated Common Stock and 5,665,678 are designated Preferred Stock, of which 1,875,000 are designated Series A Preferred Stock and 3,790,678 are designated Series B Preferred Stock. All of the shares of Common Stock and Preferred Stock have a par value of \$0.001.

Think Passenger, Inc., a Delaware corporation, has caused this Certificate to be signed in Los Angeles, California, by Justin Cooper, its President and Michael J. Sullivan, its Secretary, who affirm under penalties of perjury that the facts stated in this Certificate are true this October 30, 2006.


Justin Cooper, President


Michael J. Sullivan, Secretary

[Signature Page to Certificate of Merger]