

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/03/2003 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------------|----------|----------------|-------------------------------------|
| THE NLG VACATION STORE, LLC | | 12/03/2003 | LIMITED LIABILITY COMPANY: DELAWARE |

RECEIVING PARTY DATA

| | |
|-------------------|------------------------------|
| Name: | NATIONAL LEISURE GROUP, INC. |
| Street Address: | 100 Sylvan Road |
| Internal Address: | Suite 600 |
| City: | Woburn |
| State/Country: | MASSACHUSETTS |
| Postal Code: | 01801 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|----------------------|---------|--------------------|
| Registration Number: | 2022868 | THE VACATION STORE |

CORRESPONDENCE DATA

Fax Number: (212)768-6800
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-768-6700
 Email: trademarks@sonnenschein.com
 Correspondent Name: Martin P. Michael - Sonnenschein et al
 Address Line 1: Wacker Drive Station - Sears Tower
 Address Line 2: - P. O. Box 061080
 Address Line 4: Chicago, ILLINOIS 60606-1080

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|-------------------------|-----------------------|
| ATTORNEY DOCKET NUMBER: | 20057610-0014-051-R7M |
| NAME OF SUBMITTER: | Martin P. Michael |

OP \$40.00 2022868

Signature:

/Martin P. Michael/

Date:

12/06/2006

Total Attachments: 3

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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
by 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