

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Carlson Travel Group, Inc.		01/28/2008	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	B4 Travel Group, Inc.
Street Address:	6442 City West Parkway
City:	Eden Prairie
State/Country:	MINNESOTA
Postal Code:	55344
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 46

Property Type	Number	Word Mark
Serial Number:	76136491	800 TRAVEL SYSTEMS INC.
Serial Number:	76136419	800 TRAVEL SYSTEMS, INC.
Serial Number:	73733889	ACCUTRAK
Serial Number:	77356852	ALL ABOARD TRAVEL
Serial Number:	74660713	AMERICA'S VACATION EXPERTS
Serial Number:	78209368	AMERICA'S VACATION SPECIALISTS
Serial Number:	78143068	AMERICA'S VACATION STORE
Serial Number:	77249677	CDMS
Serial Number:	77249679	CDMS
Serial Number:	75350324	CLICK, WALK, TALK
Serial Number:	73832652	CRUISE SPECIALISTS
Serial Number:	77250131	CRUISE SPECIALISTS
Serial Number:	77250123	CRUISE SPECIALISTS
Serial Number:	78657710	CRUISEDEALS.COM

OP \$1165.00 76136491

Serial Number:	77249676	CRUISEDEALS.COM
Serial Number:	77249682	DAZZLETRAVEL.COM
Serial Number:	75773120	DISTINCTIVE DEPARTURES
Serial Number:	75408596	DISTINCTIVE VACATIONS
Serial Number:	76253662	E-SCAPES TRAVEL FLASH
Serial Number:	77086460	EXCURSION SOCIETY
Serial Number:	77086469	THE CURIOUS, UNCOMMON & ALTOGETHER EXCEPTIONAL EXCURSION SOCIETY
Serial Number:	74108480	1-800 FLY 4 LESS
Serial Number:	77249687	FLY4LESS
Serial Number:	74724495	JUST ASK
Serial Number:	78133558	LUXURY HOTEL PROGRAM
Serial Number:	77249696	LUXURY TRAVEL NETWORK
Serial Number:	75349005	MERCAVIA
Serial Number:	77059871	NAUTICAL VIEW
Serial Number:	78114785	NETRESULTS!
Serial Number:	77250052	ONLINE REWARD EXCHANGE
Serial Number:	77249692	ORX
Serial Number:	77250272	PARTNERS IN TRAVEL
Serial Number:	74607948	POSTCARDS
Serial Number:	76023309	Q3 QUALIFIED CUSTOMERS QUALITY SERVICE QUANTIFIED RESULTS
Serial Number:	75917959	RESULTS! TRAVEL
Serial Number:	78269150	SEAMASTERS
Serial Number:	78835281	SEAMASTERS
Serial Number:	78264568	SEAMASTER CRUISES
Serial Number:	78349980	SEAMASTER CRUISES
Serial Number:	78455413	SINGLESCRUISE.COM
Serial Number:	77159148	TRAVEL SINGLE, NEVER ALONE!
Serial Number:	77356864	TRIPFORCE
Serial Number:	77249685	VACATIONSDIRECT.COM
Serial Number:	75922627	YOUR EXPERIENCE BEGINS WITH OURS.
Serial Number:	78186911	SU EXPERIENCIA COMIENZA CON LA NUESTRA.
Serial Number:	78359580	YOUR PERSONAL CRUISE EXPERT

Fax Number: (612)332-9081  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 612/336-4615  
Email: rerickson@merchantgould.com  
Correspondent Name: Christopher J. Schulte  
Address Line 1: P.O. Box 2910  
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ATTORNEY DOCKET NUMBER:	8597.0000003
NAME OF SUBMITTER:	Christopher J. Schulte
Signature:	/Christopher J. Schulte/
Date:	04/08/2008

Total Attachments: 2  
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**State of California**  
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 31 2008

DEBRA BOWEN  
Secretary of State

A0672344

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION

ENDORSED - FILED  
In the office of the Secretary of State  
of the State of California

JAN 28 2008

The undersigned certify that:

1. They are the President and Secretary, respectively, of CARLSON TRAVEL GROUP, INC., a California corporation.
2. Article First of the Articles of Incorporation of this corporation is amended to read as follows:  
First: The name of the corporation is: B4 Travel Group, Inc.
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 100. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated this 28th day of January, 2008.



Michael Batt, President



Nicholas Bluhm, Secretary

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