

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Travel Franchise Group, Inc.		04/01/2008	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	The Travel Franchise Group, LLC
Street Address:	6442 City West Parkway
City:	Eden Prairie
State/Country:	MINNESOTA
Postal Code:	55344
Entity Type:	LIMITED LIABILITY COMPANY: MINNESOTA

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Serial Number:	75859587	BYEBYENOW.COM TRAVEL
Serial Number:	78114791	
Serial Number:	73630021	CRUISE HOLIDAYS
Serial Number:	74377978	CRUISE HOLIDAYS COMPASS
Serial Number:	75803661	CRUISE HOLIDAYS.COM
Serial Number:	78284324	CRUISEBOSS
Serial Number:	77173368	CRUISE-VENTIONS
Serial Number:	75008850	CRUISEWEB
Serial Number:	75248897	FIRST DISCOUNT TRAVEL
Serial Number:	78154192	RELAX . . . YOU'RE WITH US!
Serial Number:	77356845	TRAVEL AGENTS INTERNATIONAL
Serial Number:	73779623	TRAVEL PROFESSIONALS INTERNATIONAL
Serial Number:	74445826	WE PROMISE GREAT CRUISE VACATIONS
Serial Number:	78117780	YOUR CRUISE VACATION STORE

OP \$390.00 75859587

Serial Number:

73396283

TRAVEL AGENTS INTERNATIONAL

CORRESPONDENCE DATA

Fax Number: (612)332-9081

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 612/332-5300

Email: rerickson@merchantgould.com

Correspondent Name: Christopher J. Schulte

Address Line 1: P.O. Box 2910

Address Line 4: Minneapolis, MINNESOTA 55402-0910

ATTORNEY DOCKET NUMBER:

12459.00000007

NAME OF SUBMITTER:

Christopher J. Schulte

Signature:

/Christopher J. Schulte/

Date:

05/14/2008

Total Attachments: 1

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State of Minnesota

SECRETARY OF STATE

Certificate of Conversion

I, Mark Ritchie, Secretary of State of Minnesota, certify that the documentation required to effectuate a conversion by the entity listed below, from the law designated by the chapter listed below, has been filed in this office on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes,
Chapter: 302A

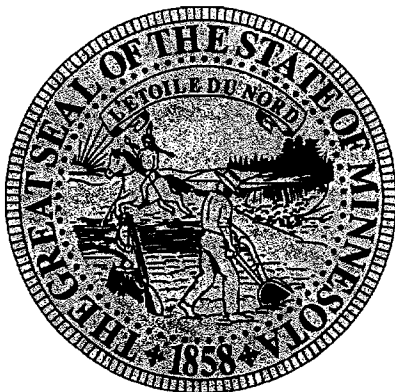
State of Formation and Name of Converting Entity:
MN: The Travel Franchise Group, Inc.

After Conversion, Entity is Governed by Minnesota
Statutes, Chapter: 322B

State of Formation and Name of Entity after the
Effective Date of Conversion:
MN: The Travel Franchise Group, LLC

Effective Date of Conversion: 04/01/2008.

This certificate has been issued on 04/01/2008.



Mark Ritchie
Secretary of State.