

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Conversion to Limited Liability Company		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Trading Places International		11/30/2010	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Trading Places International, LLC		
<b>Street Address:</b>	23807 Aliso Creek Road		
<b>Internal Address:</b>	Suite 100		
<b>City:</b>	Laguna Niguel		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92677		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2490166	TRADING PLACES INTERNATIONAL	
<b>Registration Number:</b>	2606795	RESORTS TO PORTS	
<b>Registration Number:</b>	2490165	PREMIER ACCESS	
<b>Registration Number:</b>	3701143	GOVARM GOVERNMENT & ARMED FORCES TRAVEL COOPERATIVE	
<b>Serial Number:</b>	77733763	DOLCE VITA VACATIONS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)220-4201		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	202-220-4200		
<b>Email:</b>	tmdocketdc@kenyon.com		
<b>Correspondent Name:</b>	Susan Smith - Kenyon & Kenyon LLP		
<b>Address Line 1:</b>	1500 K Street, NW		
<b>Address Line 2:</b>	Suite 700		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20005-1257		

**CH \$140.00 2490166**

NAME OF SUBMITTER:	Attorney for Applicant
Signature:	/susan smith/
Date:	03/08/2011
Total Attachments: 2 source=Articles of Organization - Conversion#page1.tif source=Articles of Organization - Conversion#page2.tif	



State of California Secretary of State

LLC-1A

File #

Limited Liability Company Articles of Organization - Conversion

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

NOV 30 2010

IMPORTANT - Read all instructions before completing this form.

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Converted Entity Information

- 1. NAME OF LIMITED LIABILITY COMPANY... Trading Places International, LLC
2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.
3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY... MORE THAN ONE MANAGER
4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE... Laguna Niguel CA 92677
5. NAME OF AGENT FOR SERVICE OF PROCESS... National Registered Agents, Inc.
6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA... CA
7. MAILING ADDRESS OF AGENT FOR SERVICE OF PROCESS...
THE MAILING ADDRESS OF THE AGENT FOR SERVICE OF PROCESS IS THE SAME AS THE AGENT'S BUSINESS OR RESIDENTIAL ADDRESS IN ITEM 6.

Converting Entity Information

- 8. NAME OF CONVERTING ENTITY... Trading Places International
9. FORM OF ENTITY... Corporation
10. JURISDICTION... California
11. CA SECRETARY OF STATE FILE NUMBER, IF ANY... C0690497
12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED... Common Stock - 2,160 shares more than 50%

Additional Information

13. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

14. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

DATE November 30, 2010

SIGNATURE OF AUTHORIZED PERSON [Signature]

William L. Harvey, Executive Vice President TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON [Signature]

Victoria J. Kincke, Senior Vice President & Secretary TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

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I hereby certify that the foregoing transcript of \_\_\_\_\_ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC - 3 2010 *LE*

Date: \_\_\_\_\_

*Debra Bowen*

DEBRA BOWEN, Secretary of State

**TRADEMARK**