

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
National Leisure Group, Inc.		12/23/2010	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	World Travel Holdings, Inc.
<b>Street Address:</b>	100 Fordham Road, Building C
<b>City:</b>	Wilmington
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	01887
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 21**

Property Type	Number	Word Mark
Registration Number:	2934089	BLUE WAVE SOLUTIONS
Registration Number:	2925900	CRUISE COMMERCE CATALYST
Registration Number:	2460435	CRUISE411
Registration Number:	2454117	CRUISE411.COM
Registration Number:	3179531	CRUISES INC. AMERICA'S CRUISE SPECIALISTS
Registration Number:	3173311	CRUISES INC. AMERICA'S CRUISE SPECIALISTS
Registration Number:	2829624	CRUISEONLY
Registration Number:	3221160	EVERY CRUISE LINE, EVERY SHIP, EVERY CABIN AT THE LOWEST PRICE...GUARANTEED!
Registration Number:	3117593	
Registration Number:	2945615	NLG
Registration Number:	3117592	NLG
Registration Number:	2972897	SEASAVER
Registration Number:	2980027	SEASAVER
Registration Number:	1519447	THE VACATION OUTLET

**TRADEMARK**

**900201089**

**REEL: 004614 FRAME: 0663**

**OP \$540.00 2934089**

Registration Number:	2148470	THE VACATION STORE
Registration Number:	2022868	THE VACATION STORE
Registration Number:	2092350	VACATION EXPO
Registration Number:	2208328	VACATION OUTLET
Registration Number:	2623736	VACATION OUTLET
Registration Number:	3022563	VACATION OUTLET
Registration Number:	3039249	VACATION OUTLET

**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@snrdenton.com  
Correspondent Name: Martin P. Michael c/o SNR Denton US LLP  
Address Line 1: P. O. Box 061080  
Address Line 4: Chicago, ILLINOIS 60606-1080

ATTORNEY DOCKET NUMBER:	20057610-0009-53M-R7M
NAME OF SUBMITTER:	Martin P. Michael
Signature:	/martin p michael/
Date:	08/31/2011

**Total Attachments: 11**  
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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

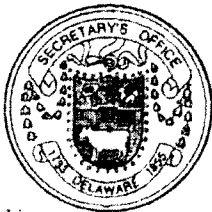
"WORLD TRAVEL HOLDINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "NATIONAL LEISURE GROUP, INC." UNDER THE NAME OF "WORLD TRAVEL HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2010, AT 10:32 O'CLOCK A.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

2471735 8100M

101227161

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8450748

DATE: 12-23-10

TRADEMARK  
REEL: 004614 FRAME: 0665

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:32 AM 12/23/2010  
FILED 10:32 AM 12/23/2010  
SRV 101227161 - 2471735 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF  
WORLD TRAVEL HOLDINGS, INC.  
INTO  
NATIONAL LEISURE GROUP, INC.

December 23, 2010

**WORLD TRAVEL HOLDINGS, INC.**, a corporation organized and existing under the laws of the State of Delaware (the "**Company**"), pursuant to Section 253 of the Delaware General Corporation Law (the "**DGCL**") does hereby certify:

**FIRST:** The Company is a business corporation organized and existing under the laws of the State of Delaware.

**SECOND:** The Company owns 100% of the outstanding shares of the capital stock of National Leisure Group, Inc. ("**NLG**"), a corporation organized and existing under the laws of the State of Delaware.

**THIRD:** The board of directors (the "**Board**") and the stockholders of the Company by unanimous written consent dated the 23<sup>rd</sup> day of December, 2010, determined to merge the Company into **NLG** and adopted the following resolutions:

**NOW THEREFORE, BE IT:**

**RESOLVED**, that the Company merge with and into **NLG** (the "**Merger**"), and that the separate corporate existence of the Company shall cease and **NLG** shall continue as the surviving corporation (the "**Surviving Corporation**") under the name "World Travel Holdings, Inc.", that the Amended and Restated Certificate of Incorporation of the Surviving Corporation, as amended, shall be the certificate of incorporation of the Surviving Corporation, and the Surviving

Corporation shall assume all of the rights and obligations of the Company in accordance with the Delaware General Corporation Law; and be it further

**RESOLVED**, that, at the effective time of the Merger (the "Effective Time"), by virtue of the Merger and without any action on the part of NLG or the holders of shares of capital stock of NLG, (i) each share of Common Stock, par value \$0.01 per share, of NLG (individually, a "Share" and collectively, the "Shares") issued and outstanding immediately prior to the Effective Time shall be canceled and retired and shall cease to exist with no payment being made with respect thereto; and it is further

**RESOLVED**, that, at the Effective Time, by virtue of the Merger and without any action on the part of the Company or the holders of shares of capital stock of the Company, (i) each share of Class A Common Stock, par value \$0.000001 per share, of the Company issued and outstanding immediately prior to the Effective Time shall be converted into one share of Class A Common Stock, par value \$0.000001 per share, of the Surviving Corporation; (ii) each share of Class B Common Stock, par value \$0.000001 per share, of the Company issued and outstanding immediately prior to the Effective Time shall be converted into one share of Class B Common Stock, par value \$0.000001 per share, of the Surviving Corporation; and (iii) each share of Class C Common Stock, par value \$0.000001 per share, of the Company issued and outstanding immediately prior to the Effective Time shall be converted into one share of Class C Common Stock, par value \$0.000001 per share, of the Surviving Corporation; and it is further

**RESOLVED**, the by-laws of the Company shall be the by-laws of the Surviving Corporation, the Stockholders' Agreement of the Company dated as of October 27, 2008, as amended shall be the stockholders agreement of the Surviving Corporation and the directors of the Company immediately prior to the Effective Time shall be the directors of the Surviving Corporation; and it is further

**RESOLVED**, that the officers of the Company be, and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public offices, a certificate of ownership and merger, setting forth a copy of this resolution.

**RESOLVED**, that each of the officers of the Company, acting alone and signing singly, is hereby authorized to perform all such acts and to execute and deliver all such related agreements, documents and instruments, in the name and on behalf of the Company, as such officer shall deem necessary, appropriate or advisable to effect the intent and purposes of the foregoing resolutions, such determination to be conclusively evidenced by the performance of each such act and the execution and delivery of each such agreement, document and instrument.

**FOURTH:** The Amended and Restated Certificate of Incorporation of the Surviving Corporation shall be the certificate of incorporation (the "Certificate") of the Surviving Corporation, provided however, that upon the effectiveness of the merger,

Article I of the Certificate shall be deleted and replaced with the following:

"Article I. Name. The name of the corporation is World Travel Holdings, Inc."

Article II of the Certificate shall be deleted and replaced with the following:

"Article II. Registered Office. The address of the registered office of the Corporation in the State of Delaware is 874 Walker Road, Suite C, City of Dover, County of Kent. The name of its registered agent at such address is United Corporate Services, Inc.;"

Article III of the Certificate shall be deleted and replaced with the following:

"Article III. Purpose. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.;"

Article IV of the Certificate shall be deleted and replaced with the following:

"Article IV. Capital Stock.

Section 1. Capital Stock. The total number of shares of capital stock which the Corporation shall have authority to issue is 170,000,000 shares Common Stock, par value \$0.000001 per share.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions of the shares of each class of Common Stock are as follows:

(i) Designation. Except as set forth herein, 10,000,000 shares of the common stock shall be designated "Class A Common Stock" (hereinafter called "Class A Common Stock"), 10,000,000 shares of the common stock shall be designated "Class B Common Stock" (hereinafter called "Class B Common Stock") and 150,000,000 shares of the common stock shall be called "Class C Common Stock" (hereinafter called "Class C Common Stock" and, collectively with the Class A Common Stock and the Class B Common Stock, the "Common Stock"). Each share of Common Stock shall be identical in all respects with each other share of Common Stock, except as otherwise provided herein.

(ii) Voting Rights.

(a) Class A Common Stock. The holders of Class A Common Stock, voting separately as a class and to the exclusion of all other classes of Common Stock, shall have the right, for so long as any member of the Kintol Group (as defined below) or any member of the LJMMJ Group (as defined below), or any of their respective permitted transferees as provided in any stockholders' agreement then in effect to which the Corporation is a party, shall be a holder of Class A Common Stock, to elect three (3) members of the Corporation's Board of Directors (the "Board of Directors").

(b) Class B Common Stock. The holder of Class B Common Stock, voting separately as a class and to the exclusion of all other classes of Common Stock, shall have the right, for so long as Photios Cougentakis ("Cougentakis"), or any of his permitted transferees as provided in any stockholders' agreement then in effect to which the Corporation is a party, shall be a holder of Class B Common Stock, to elect two (2) members of the Board of Directors.

(c) Common Stock. Except as set forth in subparagraphs (A) and (B) above or as otherwise required by law, the holders of all classes of Common Stock shall vote together as a single class on all matters upon which the holders of Common Stock shall be entitled to vote. Each holder of Common Stock shall be entitled to one (1) vote for each share so held.

(iii) Dividends. Dividends may be paid upon the Common Stock as and when declared by the Board of Directors out of any funds legally available therefor.

(iv) Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, the holders of the Common Stock shall be entitled to receive any and all assets remaining to be paid or distributed.

(v) Automatic Conversion.

(a) Class A Common Stock Automatic Conversion. Upon any transfer or assignment of shares of Class A Common Stock by any member of the Kintol Group or any member of the LJMMJ Group to any person or entity (excluding any permitted transferee of the Kintol Group or the LJMMJ Group as provided in any stockholders' agreement then in effect to which the Corporation is a party), said shares shall be deemed automatically to convert, effective as of the date of the transfer thereof, into the same number of shares of Class C Common Stock.

(b) Class B Common Stock Automatic Conversion. Upon any transfer or assignment of shares of Class B Common Stock by Cougentakis to any person or entity (excluding any permitted transferee of Cougentakis as provided in any stockholders' agreement then in effect to which the Corporation is a party), said shares shall be deemed automatically to convert, effective as of the date of the transfer thereof, into the same number of shares of Class C Common Stock.

(c) Unconverted Shares. If less than all of the shares of Class A Common Stock or Class B Common Stock (evidenced by a certificate or certificates surrendered to the Corporation) are converted under either Section 1(v)(A) or (B) of this Article IV, the Corporation shall issue and deliver to such holder a certificate evidencing the number of shares of Class A Common Stock or Class B Common Stock, as the case may be, which are not converted.

(d) Reservation of Shares. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class C Common Stock or its treasury shares, solely for the purpose of issuance upon the conversion of shares of Class A Common Stock and Class B Common, such number of shares of such classes as are then issuable upon the conversion of all outstanding shares of Class A Common Stock and Class B Common Stock.

For purposes of this Article IV, the "Kintol Group" shall include Bradley J. Tolkin, Bradley J. Tolkin & Margaret L. Tolkin Irrevocable Trust dated 12/11/2003 and 1999 Brad Tolkin Grandchildren's Trust; and the "LJMMJ Group" shall include Laurie J. Tolkin, 1999 Jeff Tolkin Family Trust fbo Michelle R. Tolkin, 1999 Jeff Tolkin Family Trust fbo Michael I. Tolkin, 1999 Jeff Tolkin Family Trust fbo Joshua S. Tolkin and Jeff Tolkin 1999 Grandchildren Trust.

Section 2. General. The Corporation shall be entitled to treat the person in whose name any share, right or option is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to or interest in such share, right or option on the part of any other person, whether or not the Corporation shall have notice thereof, save as may be expressly provided by the laws of the State of Delaware.";

Article V of the Certificate of Incorporation shall be deleted and replaced with the following:

"Article V. Directors.

Section 1. General Powers. All corporate powers of the Corporation shall be exercised by the Board of Directors except as otherwise provided herein or by law.

Section 2. Number of Directors. The number of directors of the Corporation which shall constitute the whole Board of Directors shall be five. Each director shall serve until his successor is duly elected and qualified or until his death, resignation or removal.

Section 3. Vacancies. Any vacancy on the Board of Directors resulting from the death, resignation, removal or other causes shall be filled by the affirmative vote of the holders of record of the outstanding shares representing at least a majority of the voting power of the class or classes of capital stock of the Corporation then entitled to elect such director. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been elected and qualified.

Section 4. Removal. Any director may be removed from office at any time, with or without cause, by the affirmative vote of the holders of record of the outstanding shares representing a majority of the voting power of the class or classes of capital stock of the Corporation then entitled to elect such director.";

Article VI of the Certificate of Incorporation shall be deleted and replaced with the following:

"Article IV. By-Laws. The bylaws of the Corporation may be amended or repealed or new bylaws adopted (a) by an affirmative vote or consent of the holders of record of at least 65% of the then issued and outstanding capital stock of the Corporation or (b) by an affirmative vote or consent of not less than 80% of the members of the entire Board of Directors.";



Article VII of the Certificate shall be deleted and replaced with the following:

"Article VII. Interested Directors and Officers.

Section 1. No contract or transaction between the Corporation and one or more of its directors or officers, or between a corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because such directors or officers are present at or participate in the meeting of the Board of Directors or the committee thereof which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose if:

(a) The material facts as to his, her or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) The material facts as to his, her or their relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders.

In any case described in this Section, any common or interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors or any committee which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

Section 2. No person who is or at any time has been a director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that the foregoing provision shall not eliminate or limit the liability of a director (i) for any breach of such director's duty of loyalty to the Corporation or its stockholders, (ii) for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section 174 of Title 8 of the Delaware Code, or (iv) for any transaction from which such director derived an improper personal benefit.

Section 3. Any contract, transaction or act of the Corporation or of the Board of Directors which shall be ratified by a majority of a quorum of the stockholders entitled to vote at any annual meeting or at any special meeting called for that purpose shall be as valid and binding as though ratified by every stockholder of the Corporation; provided, however, that any failure of the stockholders to approve or ratify such contract, transaction or act when and if submitted to them shall not be deemed in any way to invalidate the same or to deprive the Corporation, its directors or officers of their right to proceed with such contract, transaction or act."

Article VIII of the Certificate shall be deleted and replaced with the following:

"Article VIII. Indemnification.

Section 1. The Corporation shall indemnify each director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. The Corporation shall indemnify each director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability but in view of all the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper.

Section 3. To the extent that a person who is or was a director or officer of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise with which such person is or was serving in such capacity at the request of the Corporation, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in such Sections 1 and 2 of this Article. Such determination shall be made with respect to a person who is a director or officer at the time of such determination (i) by a majority vote of the directors who are not parties to such action, suit or proceeding,

even though less than a quorum, or (ii) by a committee of such directors designated by majority vote of such directors, even though less than quorum, or (iii) if there are no such directors, or if such directors so direct, by independent legal counsel in written opinion, or (iv) by the stockholders of the Corporation.

Section 5. Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of such director or officer to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article. Such expenses (including attorney's fees) incurred by former directors and officers may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Section 6. The indemnification and advancement of expenses provided by, or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a director or officer seeking indemnification or advancement of expenses may be entitled under any statute, provision in the Corporation's certificate of incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 7. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Section 8. For purposes of this Article, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such merging corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

Section 9. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.";

Article IX of the Certificate shall be deleted and replaced with the following:

"Article IX. Creditors. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.";

Article X of the Certificate shall be deleted and replaced with the following:

"Article X. Amendment. Any amendment, alteration, change or repeal of any provision contained in this Certificate of Incorporation shall require: (i) an affirmative vote or consent of the holders of record of at least 65% of the then issued and outstanding capital stock of the Corporation and (ii) the affirmative vote or consent of not less than 80% of the members of the entire Board of Directors.";

Articles XI, XII and XIII of the Certificate shall be deleted.

**FIFTH:** That the Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of **World Travel Holdings, Inc.**, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the rights of any holders of Shares as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware is: 10 Harbor Park Drive, Port Washington, New York 11050.

**SIXTH:** The Effective Time of the Merger shall be the time of filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

**IN WITNESS WHEREOF,** the Company has caused this Certificate to be signed by an authorized officer this 23rd day of December, 2010.

**WORLD TRAVEL HOLDINGS, INC.**

By: /s/ Jeffrey D. Tolkin  
Jeffrey D. Tolkin  
Co-Chairman/Co-CEO