

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM322584

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Directravel Intermediate Holdco, Inc.		04/04/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Direct Travel, Inc.		
Street Address:	7430 East Caley Ave., Suite 220E		
City:	Centennial		
State/Country:	COLORADO		
Postal Code:	80111		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	4603340	DT	
Registration Number:	4603339	TRAVEL AT THE SPEED OF CHANGE	
Registration Number:	4634304	DIRECT TRAVEL VACATIONS	
Registration Number:	4634148	DIRECT TRAVEL	
Serial Number:	86226658	DIRECT2U	
Serial Number:	86372209	DT VACATIONS ESCAPES	
Serial Number:	86372201	DT EXECUTIVE ELITE	
CORRESPONDENCE DATA			
Fax Number:	9198216800		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	9198211220		
Email:	kovies@smithlaw.com		
Correspondent Name:	Kelli Ovies		
Address Line 1:	P.O. Box 2611		
Address Line 4:	Raleigh, NORTH CAROLINA 27602		
NAME OF SUBMITTER:	Kelli Ovies		
SIGNATURE:	/kovies/		
DATE SIGNED:	11/07/2014		

OP \$190.00 4603340

Total Attachments: 7

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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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "DIRECT TRAVEL, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SECOND DAY OF AUGUST, A.D. 2011, AT 1:31 O'CLOCK P.M.

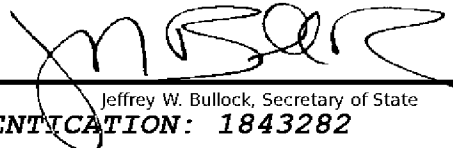
CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "DIRECTRAVEL INTERMEDIATE HOLDCO, INC." TO "DIRECT TRAVEL, INC.", FILED THE FOURTH DAY OF APRIL, A.D. 2014, AT 1:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "DIRECT TRAVEL, INC.".

5027762 8100H

141381471




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1843282

DATE: 11-06-14

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005397 FRAME: 0125

CERTIFICATE OF INCORPORATION

OF

DIRECTRAVEL INTERMEDIATE HOLDCO, INC.

ARTICLE ONE

The name of the Corporation is Directravel Intermediate Holdco, Inc.

ARTICLE TWO

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

The total number of shares of capital stock that the Corporation has authority to issue is 1,000 shares of Common Stock, par value \$0.01 per share.

ARTICLE FIVE

The name and mailing address of the sole incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Cindy Oberdorff	300 North LaSalle Street Chicago, Illinois 60654

ARTICLE SIX

The Corporation is to have perpetual existence.

ARTICLE SEVEN

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to make, alter or repeal the by-laws of the Corporation.

ARTICLE EIGHT

Meetings of stockholders may be held within or outside of the State of Delaware, as the by-laws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the Corporation. Election of directors need not be by written ballot unless the by-laws of the Corporation so provide.

ARTICLE NINE

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE NINE shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE TEN

The Corporation expressly elects not to be governed by §203 of the General Corporation Law of the State of Delaware.

ARTICLE ELEVEN

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE TWELVE

To the maximum extent permitted from time to time under the law of the State of Delaware, the Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or stockholders, other than those officers, directors or stockholders who are employees of the Corporation. No amendment or repeal of this ARTICLE TWELVE shall apply to or have any effect on the liability or alleged liability of any officer, director or stockholder of the Corporation for or with respect to any opportunities of which such officer, director, or stockholder becomes aware prior to such amendment or repeal.

* * * * *

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand on the 22nd day of August, 2011.

/s/ Cindy Oberdorff
Cindy Oberdorff, Sole Incorporator

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
DIRECTRAVEL INTERMEDIATE HOLDCO, INC.

* * * * *

Adopted in accordance with the provisions
of §242 of the General Corporation Law
of the State of Delaware

* * * * *

John Coffman, being the Chief Financial Officer of Directravel Intermediate Holdco, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY as follows:

FIRST: That the Certificate of Incorporation of the Corporation be, and hereby is, amended by deleting Article One in its entirety and substituting in lieu thereof a new Article One to read as follows:

ARTICLE ONE

The name of the Corporation is Direct Travel, Inc.

SECOND: That the Board of Directors of the Corporation approved the foregoing amendment by unanimous written consent pursuant to the provisions of Sections 141(f) and 242 of the General Corporation Law of the State of Delaware and directed that such amendment be submitted to the stockholders of the Corporation entitled to vote thereon for their consideration, approval and adoption thereof.

THIRD: That the stockholders entitled to vote thereon approved the foregoing amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware.

* * * * *

IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that this Certificate of Amendment to the Certificate of Incorporation of the Corporation is the act and deed of the undersigned and the facts stated herein are true and accordingly has hereunto set his hand this 4th day of April, 2014.

DIRECTRAVEL INTERMEDIATE
HOLDCO, INC.,
a Delaware corporation

By: /s/ John Coffman
Name: John Coffman
Title: Chief Financial Officer