

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM499943

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Smart Destinations Inc.		11/19/2018	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Leisure Pass Group Inc.		
Street Address:	711 Atlantic Avenue		
Internal Address:	4th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02111		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 17			
Property Type	Number	Word Mark	
Serial Number:	88181685	GO CITY CARD	
Serial Number:	87687639	GO DUBAI	
Serial Number:	87687691	GO WASHINGTON DC	
Serial Number:	87687678	GO LAS VEGAS	
Serial Number:	87687666	GO SAN ANTONIO	
Registration Number:	4546547	EXPLORER PASS	
Registration Number:	4484656	EXPLORER PASS	
Registration Number:	4170179	SMART DESTINATIONS	
Registration Number:	4145382	GO SELECT	
Registration Number:	3195716	GO ORLANDO	
Registration Number:	3205037	GO CHICAGO	
Registration Number:	3116463	GO SAN DIEGO	
Registration Number:	3111481	GO LOS ANGELES	
Registration Number:	3106267	GO MIAMI	
Registration Number:	3177921	GO SAN FRANCISCO	
Registration Number:	2992063	GO BOSTON	
Registration Number:	3456572	GO OAHU	

OP \$440.00 88181685

CORRESPONDENCE DATA**Fax Number:** 2125086101

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.

Phone: 7132213306**Email:** docketing@bracewell.com**Correspondent Name:** Constance Gall Rhebergen**Address Line 1:** P.O. Box 61389**Address Line 4:** Houston, TEXAS 77208-1389

ATTORNEY DOCKET NUMBER:	0025935.000001
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NAME OF SUBMITTER:	Charles Lupica
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SIGNATURE:	/Charles Lupica/
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DATE SIGNED:	11/29/2018
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Total Attachments: 2

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Delaware

The First State

Page 1

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 AMENDMENT OF "SMART DESTINATIONS, INC.", CHANGING ITS NAME FROM "SMART DESTINATIONS, INC." TO "LEISURE PASS GROUP INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF NOVEMBER, A.D. 2018, AT 5:03 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

3673057 8100
SR# 20187716189

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

Authentication: 203941518
Date: 11-20-18

TRADEMARK
REEL: 006543 FRAME: 0804

**CERTIFICATE OF AMENDMENT
TO
FIFTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

Pursuant to the provisions of Section 242 of the Delaware General Corporation Law, the undersigned corporation hereby certifies as follows:

1. The name of the corporation is Smart Destinations, Inc. (the "Corporation"). The date the Corporation filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware was June 23, 2003. The Corporation subsequently filed with the Secretary of State of the State of Delaware an Amended and Restated Certificate of Incorporation on November 18, 2004, a Second Amended and Restated Certificate of Incorporation on January 31, 2006, a Third Amended and Restated Certificate of Incorporation on February 1, 2008, a Fourth Amended and Restated Certificate of Incorporation on June 4, 2010 and a Fifth Amended and Restated Certificate of Incorporation on September 22, 2016 (the "Fifth Amended and Restated Certificate of Incorporation").
2. This Certificate of Amendment to the Fifth Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware by the directors and the sole stockholder of the Corporation. In lieu of a meeting and vote by the sole stockholder of the Corporation, the amendment certified herein has been duly adopted by written consent of the sole stockholder of the Corporation holding at least the minimum number of votes required to adopt said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.
3. The Fifth Amended and Restated Certificate of Incorporation is hereby amended as follows:
 - (a) By deleting the first paragraph of ARTICLE I and replacing it with the following:

"The name of the corporation is Leisure Pass Group Inc. (the "Corporation")"
4. Except as amended by this Certificate of Amendment, the Fifth Amended and Restated Certificate of Incorporation is hereby ratified and confirmed in all other respects.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Amendment to the Fifth Amended and Restated Certificate of Incorporation of the Corporation to be duly executed on behalf of the Corporation on the 19 day of November, 2018.

SMART DESTINATIONS, INC.

By:

Name: Abigail Doo

Title: DIRECTOR

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:03 PM 11/19/2018
FILED 05:03 PM 11/19/2018

SR 20187716189 - File Number 3673057

RECORDED: 11/29/2018

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