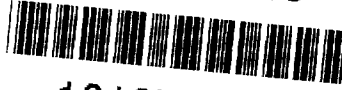


06-12-2000



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*MW*  
*S. 22.0*

To the Honorable Commis

ached original documents or copy thereof.

and address of receiving party(ies)

1. Name of conveying party(ies):

TravelWeb, Inc.

Name: TravelWeb, LP

Internal Address: Suite 1100

Street Address: 3811 Turtle Creek Boulevard

City: Dallas State: TX ZIP: 75219

- Individual(s)
- General Partnership
- Corporation-State - Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 1, 1999

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership Delaware
- Corporation-State
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/733,280; 75/114,357

B. Trademark Registration No.(s)

2,213,845; 2,168,862; 2,221,187; 2,224,582; 2,051,805

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John M. Cone

Internal Address: Akin Gump Strauss Hauer & Feld LLP

Street Address: P. O. Box 688

City: Dallas State: TX ZIP: 75313-0688

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) \$190.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

John M. Cone

Name of Person Signing

Signature

2/18/2000

Date

Total number of pages including cover sheet, attachments, and document: 4

06/12/2000 ASCOTT 00000016 75733280

01 FC:481  
02 FC:482

40.00 DP  
150.00 DP

Documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TRAVELWEB, INC.", A DELAWARE CORPORATION,

WITH AND INTO "TRAVELWEB, LP" UNDER THE NAME OF "TRAVELWEB, LP", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 1999, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF DECEMBER, A.D. 1999.

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



3131887 8100M

991508335

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0108663

DATE: 11-30-99

TRADEMARK  
REEL: 002085 FRAME: 0692

**CERTIFICATE OF MERGER**  
between  
**TRAVELWEB, INC.**  
a Delaware corporation,  
and  
**TRAVELWEB, LP,**  
a Delaware limited partnership

Pursuant to the provisions of Section 263 of the Delaware General Corporation Law and Section 17-211 of the Delaware Revised Uniform Limited Partnership Act, TravelWeb, LP, a Delaware limited partnership (the "Surviving Partnership"), hereby submits the following Certificate of Merger for filing with the Secretary of State of the State of Delaware.

1. The name and state of domicile of each of the constituent entities to this merger are TravelWeb, Inc., a Delaware corporation, and TravelWeb, LP, a Delaware limited partnership.

2. The Agreement and Plan of Merger by and between TravelWeb, Inc. and the Surviving Partnership has been approved, adopted, certified, executed and acknowledged by TravelWeb, Inc. and the Surviving Partnership in accordance with Section 263(c) of DGCL and the charter documents of each constituent entity.

3. The name of the surviving limited partnership is "TravelWeb, LP"

4. The Agreement and Plan of Merger is on file at the principal place of business of the Surviving Partnership at 3811 Turtle Creek Boulevard, Suite 1100, Dallas, Texas 75219.

5. A copy of the Agreement of Merger will be furnished by the Surviving Partnership upon request and without cost, to any stockholder of TravelWeb, Inc. and any partner of the Surviving Partnership.

6. This Certificate of Merger shall be effective at 12:05 a.m., Delaware time, on December 1, 1999.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed by the Surviving Partnership to be effective upon filing.

**TRAVELWEB, LP,**  
a Delaware limited partnership

By: **Pegasus Electronic Distribution, LP,**  
a Delaware limited partnership,  
its general partner

By: **Pegasus GP, LLC,**  
a Delaware limited liability company,  
its general partner

By: *[Signature]*  
Name: RIC L FLOYD  
Title: Vice President

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