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Patent and Trademark Office

Attorney Docket No: EXIN517663

102045241

To the Honorable Commissioner for Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Travelscape.com, Inc.
 Individuals Association
 General Partnership Limited Partnership
 Corporation - Nevada State
 Other _____
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Travelscape, Inc.
 Address: 8951 West Sahara, Suite 100
 City: Las Vegas State: NV ZIP: 89117
 Individual(s) citizenship _____
 Association State of _____
 General Partnership State of _____
 Limited Partnership State of _____
 Corporation-State State of Nevada
 Other _____
 If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: 3-19-02
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution date: October 11, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No(s). 76/328,520; 75/544,104
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed.
Mary L. Čulić, Esq.
CHRISTENSEN O'CONNOR
JOHNSON KINDNESS^{PLLC}
1420 Fifth Avenue
Suite 2800
Seattle, WA 98101-2347
206.682.8100

B. Trademark Registration No(s).
 Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): 65.00
 Check No. 4057 in the amount of \$65.00 is enclosed.

8. The Commissioner is authorized to charge any fees that may be required or credit any overpayment to Deposit Account Number 03-1740.

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.
Mary L. Čulić
 Name of Attorney or Agent
 Registration No. 40,574
 Direct Dial 206.695.1714
Mary L. Čulić Signature
3/15/02 Date
 Total number of pages including cover sheet, attachments and documents: 4

OMB No. 0651-0011 (exp. 4/94)

I hereby certify that this correspondence is being deposited with the U.S. Postal Service in a sealed envelope as first class mail with postage thereon fully prepaid addressed to: Box Assignment, Director - Commissioner of Patents, U.S. Patent and Trademark Office, P.O. Box 2327, Arlington, VA 22202, on date below.
 Date: MARCH 15, 2002
 MLC/PAS:lsj

(325) T/A

FILED # C 8050-98

NOV 09 2001

IN THE OFFICE OF
[Signature]
DEAN NELSON SECRETARY OF STATE

Articles of Merger
of

Travelscape.com, Inc.,
a Delaware corporation,

into

Travelscape.com, Inc.,
a Nevada corporation

Pursuant to the provisions of Nevada Revised Statutes ("NRS") 92A.100 and 92A.200, the undersigned, as the Secretary of each of Travelscape.com, Inc., a Nevada corporation (the "Surviving Constituent Entity"), and Travelscape.com, Inc., a Delaware corporation (the "Merging Constituent Entity"), in order to effectuate the merger of the Merging Constituent Entity into the Surviving Constituent Entity, hereby certifies as follows:

1. The name of each constituent corporation to this merger and the jurisdiction of its organization are as follows:

- (a) the Surviving Constituent Entity: Travelscape.com, Inc., whose jurisdiction of organization is the State of Nevada. and
- (b) the Merging Constituent Entity: Travelscape.com, Inc., whose jurisdiction of organization is the State of Delaware.

2. A plan of merger has been adopted by each constituent entity.

3. The plan of merger was submitted to the stockholders of each constituent entity and approved by the unanimous consent of such stockholders.

4. The Articles of Incorporation of the Surviving Constituent Entity are hereby amended as follows:

Article I of the Articles of Incorporation of the Surviving Constituent Entity is amended to read in its entirety as follows:

"ARTICLE I
NAME

The exact name of the Corporation is: Travelscape, Inc."

5. The complete executed plan of merger is on file at the following place of business of the Surviving Constituent Entity: 10190 Covington Cross Drive, Las Vegas, Nevada 89144.

6. A copy of the plan of merger will be furnished by the Surviving Constituent Entity on request and without any cost to any stockholder of any constituent entity.

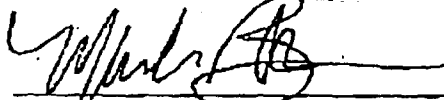
7. The effective date of this merger is the date upon which these Articles of Merger are filed in the office of the Secretary of State of Nevada.

[signatures appear on the following page]

IN WITNESS WHEREOF, we have set forth our hands as of the 11 day of October, 2001.

Surviving Constituent Entity

Travelscape.com, Inc., a Nevada corporation



Mark S. Britton, Secretary

Merging Constituent Entity

Travelscape.com, Inc., a Delaware corporation



Mark S. Britton, Secretary