

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Merger & Change of Name
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Travelscape.com, Inc.		10/11/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Travelscape, Inc.
Street Address:	8951 West Sahara, Suite 100
City:	Las Vegas
State/Country:	NEVADA
Postal Code:	89117
Entity Type:	CORPORATION: NEVADA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2403379	LVRS

CORRESPONDENCE DATA	
Fax Number:	(202)331-4308
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(202)775-7566
Email:	trademark@sughrue.com
Correspondent Name:	Kevin G. Smith
Address Line 1:	2100 Pennsylvania Avenue, N.W.
Address Line 2:	Suite 800
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20037-3213

ATTORNEY DOCKET NUMBER:	800792/LVRS
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NAME OF SUBMITTER:	Andres E. Lorca
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Total Attachments: 3
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IN THE OFFICE OF
DEAN MELLER 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.

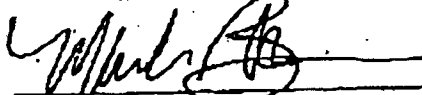
7. The effective date of this merger is the date upon which these Articles of Merger are filed in the office of the Secretary of State of Nevada.

[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