

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM449353

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Flight Club Los Angeles Ltd.		12/18/2008	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Flight Club New York Ltd.		
Street Address:	812 Broadway		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10003		
Entity Type:	Corporation: NEW YORK		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3631815	FCLA	
CORRESPONDENCE DATA			
Fax Number:	2128055571		
<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:	2128012256		
Email:	schlossd@gtlaw.com		
Correspondent Name:	Daniel I. Schloss, Greenberg Traurig,LLP		
Address Line 1:	200 Park Avenue, 38th Floor		
Address Line 4:	New York, NEW YORK 10166		
ATTORNEY DOCKET NUMBER:	093847.010000		
NAME OF SUBMITTER:	Daniel I. Schloss		
SIGNATURE:	/Daniel I. Schloss/		
DATE SIGNED:	11/01/2017		
Total Attachments: 5			
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AGREEMENT OF MERGER

OF

FLIGHT CLUB LOS ANGELES LTD.

AND

FLIGHT CLUB NEW YORK LTD.

FILEDin the office of the Secretary of State
of the State of California

DEC 24 2008

**EFFECTIVE
DATE****DEC 31 2008**

AGREEMENT OF MERGER entered into on December 18, 2008 by Flight Club New York Ltd. and Flight Club Los Angeles Ltd. as approved by the Board of Directors and shareholders of each of said corporations:

FIRST: Flight Club Los Angeles Ltd., which is a corporation incorporated in the State of California, and which is sometimes hereinafter referred to as the "terminating corporation", shall be merged with and into Flight Club New York Ltd., which is a corporation incorporated in the State of New York, and which is sometimes hereinafter referred to as the "surviving corporation". The laws of the jurisdiction of incorporation of the surviving corporation permit the merger of a business corporation of said jurisdiction with and into a business corporation of another jurisdiction.

SECOND: The separate existence of the terminating corporation shall cease upon the effective date of the merger in accordance with the provisions of the laws of California.

THIRD: The surviving corporation shall continue its existence under its current name pursuant to the provisions of the Business Corporation Law of the State of New York.

FOURTH: The Certificate of Incorporation of the surviving corporation upon the effective date of the merger in the State of New York shall be the Certificate of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Law of the State of New York.

FIFTH: The bylaws of the surviving corporation upon the effective date of the merger in the State of New York shall be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of the State of New York.

SIXTH: The directors and officers in office of the surviving corporation upon the effective date of the merger in the State of New York shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

SEVENTH: The issued shares of the terminating corporation shall, upon the complete effective date of the merger, be cancelled without consideration. The issued shares of the surviving corporation shall not be converted or exchanged in any manner or any consideration be paid therefor, but each said share which is issued as of the complete effective date of the merger shall continue to represent one issued share of the surviving corporation.

EIGHTH: In the event that the merger herein provided for shall have been fully authorized in accordance with the provisions of the laws of the jurisdiction of incorporation of the surviving corporation and in accordance with the provisions of the General Corporation Law of the State of California, the terminating corporation and the surviving corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

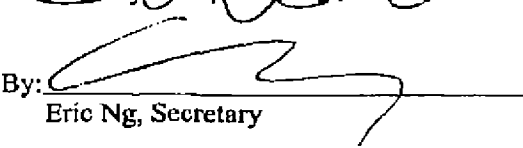
NINTH: The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the Merger herein provided for.

TENTH: The Merger shall be effective as of December 31, 2008.

Executed on this 18th day of December, 2008.

FLIGHT CLUB LOS ANGELES LTD.

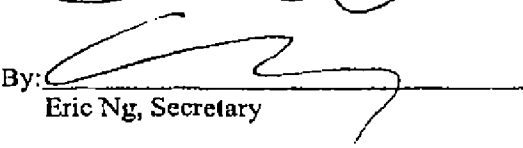
By: 
Damany Weir, President

By: 
Eric Ng, Secretary

Executed on this 18th day of December, 2008.

FLIGHT CLUB NEW YORK LTD.

By: 
Damany Weir, President

By: 
Eric Ng, Secretary

NY 239,244,987v2

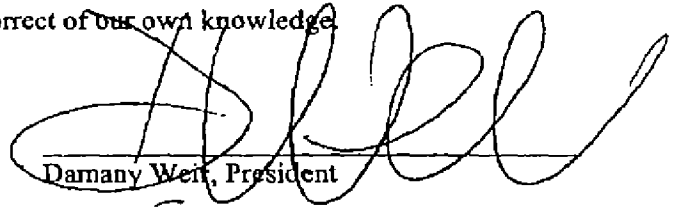
CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

Damany Weir and Eric Ng certify that:

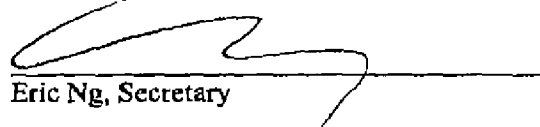
1. They are the President and Secretary, respectively of Flight Club Los Angeles Ltd., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. There is only one class of shares and the total number of outstanding shares is 1,000 shares.
4. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

We further declare under the penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 18, 2008



Damany Weir, President



Eric Ng, Secretary

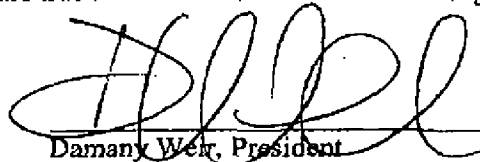
CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

Damany Weir and Eric Ng certify that:

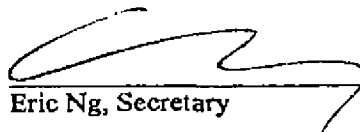
1. They are the President and Secretary, respectively of Flight Club New York Ltd., a New York corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. There is only one class of shares and the total number of outstanding shares is 20 shares.
4. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

We further declare under the penalty of perjury under the laws of the State of California and New York that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 18, 2008



Damany Weir, President



Eric Ng, Secretary

NY 239,244,987v2