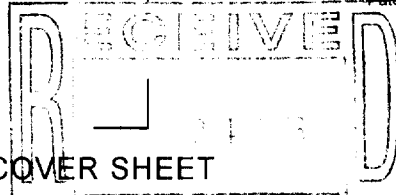


01-04-1999



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RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

MRD 12.24.98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

140 E

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property)

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1726326"/>	<input type="text" value="1694900"/>	<input type="text" value="1731683"/>
<input type="text" value="1731684"/>	<input type="text" value="1476235"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

Enter for payment by deposit account or if additional fees can be charged to the account. Deposit Account Number: #

Authorization to charge additional fees: Yes No

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 Charges to deposit account are authorized, as indicated herein.

Alfred G. Smith, Esq.

11-11-98

Name of Person Signing

Signature

Date Signed

**DESIGNATION OF
DOMESTIC REPRESENTATIVE**

TRADEMARK

Reference: Trademark Assignment

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Premier Operations Ltd., a Bermuda company, hereby designates Alfred G. Smith, Esquire, whose postal address is Shutts & Bowen LLP, 1600 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131, telephone number (305) 358-6300, as its Domestic Representative in the United States upon whom notices or process in proceedings affecting any of its marks may be served.

Respectfully submitted,



Alan R. Twaits
Senior Vice President and General Counsel
Premier Operations Ltd.

18 DEC. 1998

Date

TRADEMARK ASSIGNMENT


WHEREAS, Ulysses Cruises, Inc., a Panama corporation, with its principal place of business at c/o Arias Fabrega & Fabrega; Edificio Bancomer Plaza, Piso 16, Calle 50, Panama ("Assignor"), has adopted, owns and is using the following trademarks for which Assignor owns the following identified federal registrations on the Principal Register of the United States Patent and Trademark Office for the goods and/or services identified therein (the "Marks"):

Trademark	Registration No.	Registration Date
Taking America Cruising	1726326	October 20, 1992
A Little More Private. A Lot More Style	1694900	June 16, 1992
Dolphin Cruise Line	1731683	November 10, 1992
Design Only	1731684	November 10, 1992
Dolphin Cruise Line	1476235	February 9, 1988

WHEREAS, Premier Operations Ltd., a Bermuda company, with a principal place of business at 901 South America Way, Miami, Florida 33132 ("Assignee"), desires to acquire the Marks and the above referenced registrations;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to each of the Marks, together with the goodwill of the business symbolized by the Marks, and the registrations thereof.

ULYSSES CRUISES, INC.

By: 
Name: KRISTIAN STENSBY
Title: DIRECTOR

Effective Date: November __, 1998