

12-15-1999

FORM PTO-1594
1-31-92

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1/26/99



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks

101222216

Mail documents or copy thereof.

1. Name of conveying party(ies):

Florida Panthers Holdings, Inc.

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

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

2. Name and address of receiving party(ies):

Name: Boca Resorts, Inc.

Internal Address:

Street Address: 450 East Las Olas Blvd.

City: Ft. Lauderdale State: Florida ZIP: 33301

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

3. Nature of conveyance:

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

Execution Date: September 28, 1999

4. Application number(s) or registration number(s)

A. Trademark Application No. (s)

75/ 57831

B. Trademark registration No. (s)

1815854 1283733 1245631 1287396 1393552
992714 1139112 1963485 1193819

Additional numbers attached? Yes No

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

Name: Lin M. Cherry, Esq.

Internal Address: Akerman, Senterfitt & Eidson, P.A.

Street Address: One Southeast Third Avenue, 28th Floor

City: Miami State: Florida ZIP: 33131

6. Total number of applications and registrations involved

10

7. Total fee (37 CFR 3.41)

\$265.00

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.

Lin M. Cherry

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet: 1

OME No 0651-0011 (ext 494)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

12/15/1999 TTON11 00000118 1815854

Commissioner of Patents and Trademarks
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40.00 OP
225.00 OP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

01 FC:481
02 FC:482

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"BOCA RESORTS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "FLORIDA PANTHERS HOLDINGS, INC." UNDER THE NAME OF "BOCA RESORTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1999, AT 10 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2797710 8100M

991406624

AUTHENTICATION: 9993981

DATE: 09-28-99

TRADEMARK
REEL: 001998 FRAME: 0666

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****BOCA RESORTS, INC.****WITH AND INTO****FLORIDA PANTHERS HOLDINGS, INC.**

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

Florida Panthers Holdings, Inc., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of Boca Resorts, Inc., a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions adopted on May 6, 1999, determined to merge the Subsidiary with and into the Company pursuant to Section 253(a) of the DGCL, and to change the corporate name of the Company pursuant to Section 253(b) of the DGCL:

WHEREAS, the Board of Directors of Florida Panthers Holding, Inc., a Delaware corporation (the "Company"), deems it advisable to change the name of the Company and to do so by way of merging the

*STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 05/28/1999
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Company into a newly formed, wholly owned subsidiary of the Company (the "Subsidiary") pursuant to Section 253 of the General Corporation Law of the State of Delaware, solely for the purpose of changing the Company's name; and

WHEREAS, the Board of Directors deems it advisable to authorize the Executive Committee to select, in its sole discretion, the name of the Subsidiary;

NOW, THEREFORE, BE IT RESOLVED, that the Company's Executive Officers, acting pursuant to the direction of the Executive Committee of the Board of Directors incorporate in the State of Delaware the Subsidiary; and be it

FURTHER RESOLVED, that the Subsidiary be merged with and into the Company (the "Merger") pursuant to Section 253 of the General Corporation Law of the State of Delaware, solely for the purpose of changing the Company's name; and be it

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of each class of common stock of the Company shall remain unchanged and continue to remain outstanding as one share of such class of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger; and be it

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof; and be it

FURTHER RESOLVED, that the Executive Committee of the Company's Board of Directors is hereby authorized, empowered and directed to select the name of the Company as it shall be known upon the consummation of the Merger; and be it

FURTHER RESOLVED, that upon the filing of the Certificate of Merger, Article FIRST of the Restated Certificate of Incorporation of the Company shall be amended in its entirety to reflect the name of the Company that is selected by the Executive Committee pursuant to the immediately preceding resolution; and be it

FURTHER RESOLVED, that at the proper time, the proper officers of the Company be, and they hereby are, authorized to make, execute and acknowledge, in the name and under the corporate seal of the Company, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger, including, but not limited to, notifying and filing a subsequent listing application with the New York Stock Exchange, arranging for the printing of new stock certificates to reflect the Company's new name, applying for a new CUSIP number, effecting all required filings with the Securities and Exchange Commission and notifying the Company's stockholders of the name change.

FOURTH: The Executive Committee, by written consent pursuant to Section 141(f) of the DGCL, as of September 3, 1999, determined to change the name of the Company to Boca Resorts, Inc. pursuant to Section 253 of the DGCL and the above resolution of the Board of Directors of the Company:

RESOLVED, that the Subsidiary be merged with and into the Company (the "Merger") pursuant to Section 253 of the General Corporation Law of the State of Delaware; and further

RESOLVED, that upon the filing of the Certificate of Ownership and Merger, Article FIRST of the Company's Certificate of Incorporation shall be amended in its entirety to read as follows:

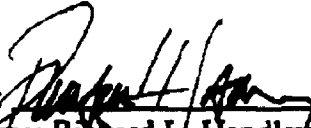
"The name of the Corporation is Boca Resorts, Inc."

FIFTH: The Company shall be the surviving corporation of the Merger.

SIXTH: The Certificate of Incorporation of the Company as in effect immediately prior to the effective time of the Merger, subject only to the name change as provided herein, shall be the Certificate of Incorporation of the surviving corporation.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 28th day of September, 1999.

FLORIDA PANTHERS HOLDINGS, INC.

By: 

Name: Richard L. Handley

Title: Senior Vice President, General Counsel and Secretary of Florida Panthers Holdings, Inc.