

To the Honorable Assistant Secretary at
original document(s) or copy(ies) there



Remarks: Please record the attached

101762213

1. Name of conveying party(ies):
La Tropical Brewing Company, LLC (6-20-01)

Individual(s) Association

General Partnership Limited Partnership (Florida)

Corporation-State/Florida

Other - A Florida Limited Liability Company

Additional name(s) of conveying party(ies) attached?

Yes or No?

Name and address of receiving party(ies):
Name: Three Palms Holdings, LLC
Street Address 117 Majorca Avenue
Coral Gables, Florida 33134

Individual(s) citizenship

Association

General Partnership

Limited Partnership (Florida)

Corporation (Florida)

Other - A Florida Limited Liability Company

If assignee is not domiciled in the United States, a domestic
Representative designation is attached: Yes or No?
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes or No?

3. Nature of conveyance:

Assignment of Interest Merger

Security Agreement Change of Name

Other

Execution Date: June 11, 2001

4. Application number(s) or registration number(s): Attorney Docket No.: 29814 - La Tropical Brewing Co.

A. Trademark Application No.(s):
75/650,475; 75/522,936; 75/724,029; 75/643,689;
75/561,455; 76/176,010

B. Trademark Registration No.(s)
1,788,369
2,407,138
2,453,571

Additional numbers attached? Yes or No?

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

Name: Manuel R. Valcarcel, Esq.

Internal Address: _____

Street Address: 1221 Brickell Avenue

City: Miami, State: Florida ZIP: 33131

6. Total number of applications and registrations involved: 9 1x\$40=\$40

7. Total fee (37 C.F.R. § 3.41) 8x\$25=\$200..

Enclosed

Authorized any deficiency to be charged to deposit account

8. Deposit account Number: 50-1792

(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.

Manuel R. Valcarcel, Esq.
Name of Person Signing

Manuel R. Valcarcel
Signature

June 19, 2001
Date

Total number of pages including cover sheet(s): 4

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

06/26/2001 TD1RZ1 00000172 75650475

01 FC:481
02 FC:482

40.00 DP
200.00 DP

TRADEMARK ASSIGNMENT

WHEREAS, La Tropical Brewing Company, LLC, a Florida limited liability company having its principal offices located at 117 Majorca Avenue, Coral Gables, Florida 33134, hereinafter, "ASSIGNOR," is desirous of transferring all rights it may have in and to the trademarks shown on the Schedule attached hereto ("The Marks"); and

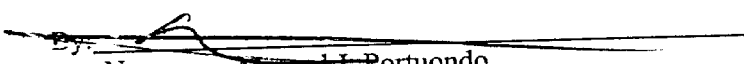
WHEREAS, Three Palms Holdings, L.L.C., a Florida limited liability company having its principal offices located at 117 Majorca Avenue, Coral Gables, Florida 33134, hereinafter, "ASSIGNEE," is desirous of acquiring all right, title and interest in, to and under The Marks, and the goodwill associated therewith.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and adequacy of which are hereby mutually acknowledged, ASSIGNOR hereby irrevocably sells, assigns, transfers and conveys unto ASSIGNEE, its successors and assigns, all right, title and interest it may have in and to: The Marks, including but not limited to all common law rights in, to and under The Marks; all other rights in, to and under The Marks, together with the goodwill of the business symbolized by The Marks; any and all rights to royalties, profits, compensations, license fees or other payments or remuneration of any kind relating to The Marks and/or the goodwill under The Marks; and all claims or causes of action ASSIGNOR has or may have in connection with The Marks, including, but not limited to, the right to sue and recover damages for any and all past infringements of any of The Marks.

IN WITNESS WHEREOF, ASSIGNOR, by and through its undersigned duly authorized officer, has caused this Assignment to be executed on this ^{MP} 11 day of June, 2001.

ASSIGNOR:

LA TROPICAL BREWING COMPANY, LLC

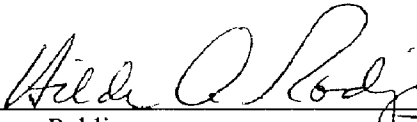

Name: Manuel J. Portuondo
Title: President and Managing Member

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI DADE)

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and County aforesaid, the foregoing instrument was acknowledged before me by Manuel J. Portuondo, as President and Managing Member of La Tropical Brewing Company, LLC, a Florida limited liability company, who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 11 day of June, 2001.



Notary Public Hilda A. Rodriguez
 Commission # CC 743627
 Expires June 27, 2002
 BONDED THRU
 ATLANTIC BONDING CO., INC.

Typed, printed or stamped name of Notary Public

SCHEDULE OF MARKS

Mark	Reg No./Applic. Ser. No.	Class
A. U.S.		
1. Tropical	Fed. Reg. No. 1,788,369	32 (beer)
2. Tropical	Puerto Rico Reg. No. 31,640	32 (beer)
3. Cerveza La Tropical	Fed. Applic. Ser. No. 75/650,475	25 (clothing)
4. Cerveza La Tropical and Design	Fed. Applic. Ser. No. 75/522,936	32 (beer)
5. Cristal and Design	Fed. Applic. Ser. No. 75/724,029	32 (malta)
6. Cristal	Fed. Reg. No. 2,407,138	32 (malta)
7. Cuba's First Beer	Fed. Applic. Ser. No. 75/643,689	32 (beer)
8. La Primera Cerveza Cubana	Fed. Reg. No. 2,453,571	32 (beer)
9. Tranquilo con Tropical	Fed. Applic. Ser. No. 75/561,455	32 (beer)
10. Do you Babalu?	Fed. Applic. Ser. No. 76/176,010	32 (beer)
B. CANADA		
Cerveza La Tropical and Design	Applic. Ser. No. 898,760	32 (beer)
C. FRANCE		
Cerveza La Tropical and Design	Reg. No. 98/764,090	32 (beer)
D. ITALY		
Cerveza La Tropical and Design	Applic. Ser. No. T098C003661	32 (beer)

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