

06-11-2002

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To the Honorable Commissioner of Patent and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Destination Atlantis, Inc.
(a corporation existing under the laws of Florida)

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

Sun International North America, Inc.
2106 New Road
Suite C-7
Linwood, New Jersey 08221

3. Nature of conveyance:

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

Execution Date: May 20, 2002

Effective Date: May 20, 2002

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

JUN 5 2002

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

1,826,639

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

Attn: TMSU
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, NW
Washington, D.C. 20004

Telephone: 202-739-5517
Facsimile: 202-739-3001
E-Mail: robrien@morganlewis.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ 40.00
 x \$25.00 = \$
 Plus expedited processing fee = \$ 120.00
 Total \$ 160.00

Authorized to charge overpayments/deficiencies to deposit account.

8. Deposit account number: DA 13-4520

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.

Regina A. O'Brien
Name of Person Signing

May 5, 2002
Date

Total number of pages including cover sheet, attachments and document: 6

06/11/2002 DBYRNE 00000193 1826639
01 FC:481 40.00 DP
02 FC:484 120.00 DP

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Service Mark Registration of:

Registrant: Sun International North America, Inc.

Reg. No.: 1,826,639

Mark: DESTINATION ATLANTIS

Our Ref: 40811-01-0035-0789

REVOCATION AND POWER OF ATTORNEY

Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Dear Madam:

REVOCATION

Pursuant to 37 C.F.R. §2.19 and the Trademark Manual of Examining Procedure §602.03, Sun International North America, Inc., the owner of the above-captioned registration, hereby cancels all previous powers of attorney granted for this registration and appoints the following attorneys to prosecute this registration and transact all business in the U.S. Patent and Trademark Office connected therewith.

POWER OF ATTORNEY

Registrant hereby appoints **Morgan, Lewis & Bockius LLP**, MICHAEL F. CLAYTON, JAMES R. SIMS III, RON N. DREBEN, CAROLE R. KLEIN, NANCY L. ROWE, KAREN A. BUTCHER, BARBARA A. FRIEDMAN, STEPHANIE M. FOSTER, SHANA E. OMMAYA, BRETT I. MILLER, LAUREL E. QUEENO, ANITA B. POLOTT, JASON I. HEWITT, MEREDITH A. CARLO, JOSEPH E. WASHINGTON, MARIA D. CASTNER, MARY J. FRANK, JENNIFER T. MILLER, MATTHEW J. SCOTT, and JAKE D. FELDMAN, members of the District of Columbia Bar, JULIAN F. SAENZ, a member of the Maryland Bar, REGINA

1-WA/1807731.1

A. O'BRIEN, and ROBERT P. HENLEY, members of the Virginia Bar, and TRAVIS P. BOOZER, a member of the Florida and Georgia Bars, all located at 1111 Pennsylvania, Ave., NW, Washington, DC 20004, GREGORY S. SHATAN, STEPHEN W. FEINGOLD, JOSHUA PAUL, GERRY A. FIFER, IAN J. WARREN, JEFFREY H. GREENE, JESSICA N. COHEN and ELISABETH STEWART BRADLEY, members of the New York Bar, all located at 101 Park Avenue, New York, New York 10178 its attorneys to transact all business in the Patent and Trademark Office in connection with these registrations, to receive all correspondence related thereto and to represent it in all proceedings affecting the registrations for the marks which may arise in the Patent and Trademark Office or the courts.

Address all correspondence to:

MORGAN, LEWIS & BOCKIUS LLP
ATTN.: TMSU
1111 Pennsylvania, Ave., NW
Washington, DC 20004

Direct all telephone calls to:

Regina O'Brien, Esq.
(202) 739-5246
robrien@morganlewis.com

Dated this 21st day of May, 2002.

By: William C. Murtha
William C. Murtha, Senior Vice President

TRADEMARK ASSIGNMENT

This Trademark Assignment is made by Destination Atlantis, Inc., a Florida corporation having a principal business address at 5399 NW 36th Street, P.O. Box 661438, Miami Springs, Florida 33266 ("Assignor"), in favor of Sun International North America, Inc., a Delaware corporation having a principal business address at 1133 Boardwalk, Atlantic City, New Jersey 08401 ("Assignee").

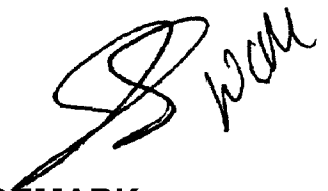
Introduction

Assignor owns all right, title, and interest in and to the mark DESTINATION ATLANTIS ("Mark"), federal Registration No. 1,826,639 therefor, and the goodwill developed through the use of the Mark.

Assignee desires to acquire all rights to the Mark and the registration therefor.

Agreement

For good and valuable consideration, the receipt and adequacy of which the parties acknowledge, Assignor assigns to Assignee the entire right, title, interest in and to the Mark and the registration therefor, and the goodwill of the business connected with the Mark, the same to be held and enjoyed by Assignee, its successors, assigns and other legal representatives, including the right to sue for past infringement.

A handwritten signature in black ink, appearing to be 'S. W. M.', is written over the printed text at the bottom right of the page.

In witness hereof and attending to be legally bound hereby, DAI has signed this

Trademark Assignment on the date indicated below:

Destination Atlantis, Inc.

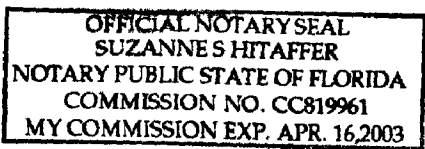
By: [Signature]

Its: President

Print: James S. Oliver

STATE OF Florida)
) ss:
COUNTY OF Miami-Dade)

I am an officer duly authorized to take acknowledgments, duly qualified by the State of Florida, and hereby certify that JAMES S. OLIVER, as President of Destination Atlantis, Inc., this day acknowledged before me that he/she executed the foregoing Trademark Assignment, and he/she affirms that he/she has the authority to do so on behalf of Destination Atlantis, Inc. He/she is personally known to me or has produced his/her driver's license No. 0540-457-48-227-0 as identification and did take an oath.



Notary Public, State of Florida

[Signature]
Print Name Suzanne S. Hitaffer

My Commission Expires: 4-16-2003

Dated: May 20, 2002

WCA