

07-15-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

102155291

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Resubmit

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

1. Name of conveying party(ies):

World Publications, Inc.

7-10-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Florida Other

2. Name and address of receiving party(ies)

Name: World Publications, LLC Internal Address: Suite 200 Street Address: 460 North Orlando Avenue City: Winter Park State: FL Zip: 32789

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Delaware limited liability company

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Corrective document to filing at Reel 2417/Frame 0336

Execution Date: November 9, 2001

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

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

A. Trademark Application No.(s) 78-070,174; 78-060,306; 78-048,098; 76-165,615

B. Trademark Registration No.(s) 1,854,625; 1,882,124; 1,607,444; 1,803,247;

Additional number(s) attached Yes No

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

Name: Sidney R. Brown

Internal Address: Jones, Day, Reavis & Pogue

Street Address: 303 Peachtree Street, Suite 3500

City: Atlanta, State: GA Zip: 30308

6. Total number of applications and registrations involved:

17

7. Total fee (37 CFR 3.41) \$ 440.00

- Enclosed previously submitted Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Sidney R. Brown Name of Person Signing

Sidney R. Brown Signature

July 10, 2002 Date

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 2545 FRAME: 0501

TRADEMARKS (CONTINUED)

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

B. Trademark Registration No.(s)

2,264,599
2,264,598,
2,303,706
2,305,014
2,349,151
2,350,990
2,350,989
2,350,988
2,468,559

2002 APR -3 PM 12:11 4/3/02

04-19-2002



102061166

Form PTO-504
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER
TRADEMARKS O

DE
rice

Tab settings

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

1. Name of conveying party(ies):

World Publications, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Florida
- Other

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

2. Name and address of receiving party(ies)

Name: World Publications, LLC

Internal

Address: Suite 200

Street Address: 460 North Orlando Avenue

City: Winter Park State: FL Zip: 32789

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Delaware limited liability company

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
- Merger
- Security Agreement
- Change of Name
- Other Corrective document to filing at

Reel 2417/Frame 0336

Execution Date: November 9, 2001

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

A. Trademark Application No.(s)

78-070,174
78-060,306
78-048,098
76-165,615

B. Trademark Registration No.(s)

1,854,625 1,607,444 2,264,599 2,305,014
1,882,124 1,803,247 2,264,598 2,349,151
2,303,706 2,350,990

Additional number(s) attached Yes No

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

Name: Sidney R. Brown

Internal Address: Jones, Day, Reavis & Pogue

Street Address: 303 Peachtree Street

Suite 3500

City: Atlanta State: GA Zip: 30308

6. Total number of applications and registrations involved:

17

7. Total fee (37 CFR 3.41): \$ 440.00

- 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.

Sidney R. Brown
Name of Person Signing

Sidney R. Brown
Signature

4-2-02
Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

04/18/2002 TDIAZ1 00000158 78070174

01 FC:481
02 FC:482

40.00 OP
400.00 OP

TRADEMARKS (CONTINUED)

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

B. Trademark Registration No.(s)

2,350,989

2,350,988

2,468,559

TRADEMARK ASSIGNMENT

WHEREAS, WORLD PUBLICATIONS, INC., a Florida, U.S.A., corporation having its principal place of business at 460 North Orlando Avenue, Suite 200, Winter Park, Florida 32789 (hereinafter, "ASSIGNOR"), is the owner of all rights in the trademarks listed on the attached Schedule 1 (hereinafter, the "Trademarks") and adopted and used by the ASSIGNOR in its business; and

WHEREAS, WORLD PUBLICATIONS, LLC, a Delaware, U.S.A., limited liability company, having its principal place of business at 460 North Orlando Avenue, Suite 200, Winter Park, Florida 32789 (hereinafter "ASSIGNEE"), is desirous of obtaining the entire right, title and interest in, to and under the aforesaid Trademarks;

1. NOW, THEREFORE, for good and valuable consideration received by ASSIGNOR, ASSIGNOR hereby sells, assigns, transfers, and sets over unto the said ASSIGNEE the Trademarks, together with the goodwill of ASSIGNOR'S business connected with the use thereof and symbolized by the Trademarks, the entire right, title, and interest in and to the Trademarks, for its own use and the benefit of its successors, and assigns.


2. ASSIGNOR agrees that it will cause to be prepared, signed and filed all lawful papers and make all rightful required to perfect and record title to the Trademarks in the United States Patent and Trademark Office.

3. ASSIGNEE shall retain the exclusive right to bring and maintain actions for, and to settle, release and compromise claims for infringement of, the Trademarks occurring prior to the date hereof and to retain the proceeds thereof.

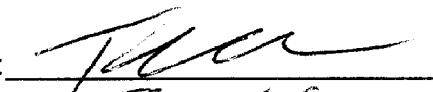
4. Except as otherwise expressly provided herein, no obligation is hereby assumed by either ASSIGNOR or ASSIGNEE to maintain, prosecute, enforce, litigate concerning, assert or defend the Trademarks or to file any document with respect thereto.

IN WITNESS WHEREOF, the undersigned have caused these presents to be signed by their respective officers thereunto duly authorized as of the 9th day of November, 2001.

WORLD PUBLICATIONS, INC.,
a Florida corporation ("Assignor")

By: 
Name: TERRY C SNOW
Title: President

WORLD PUBLICATIONS, LLC,
a Delaware limited liability company ("Assignee")

By: 
Name: TERRY C. SNOW
Title: President

Schedule 1
WORLD PUBLICATIONS, INC. (FL)
Intellectual Property Trademark Collateral

I. Registered Trademarks:

<u>Trademark Description</u>	<u>Country</u>	<u>Registration Number</u>	<u>Date of Registration</u>
Sport Fishing The Magazine Of Offshore Fishing (and Design) Magazines in the Field of Fishing and Boating	United States	1,854,625	9/20/94
WaterSki The World's Leading Water Skiing Magazine (Stylized Letters) Magazines in the field of water skiing	United States	1,882,124	3/7/95
Marlin Publication, namely magazine relating to sport fishing	United States	1,607,444	7/24/90
Caribbean Travel and Life Magazine in the field of travel	United States	1,803,247	11/9/93
Sport Diver Publications, namely magazines relating to underwater sports	United States	2,264,599	7/27/99
Wake Boarding Publications, namely magazines relating to water sports	United States	2,264,598	7/27/99
Wake Boarding Publications, namely magazines relating to water sports	Japan	4,223,353	
Wind Surfing Publications, namely magazines in the field of wind surfing	United States	2,303,706	12/28/99
WaterSports Retailer Publications, namely magazines in the fields of water sports and business	United States	2,305,014	12/28/99
Boating Life (Stylized Letters) Computer services, namely providing on-line magazines in the fields of boating, fishing, and recreational water-sports	United States	2,349,151	5/9/00
Caribbean Travel & Life (and Design) Computer services, namely, providing on-line magazines about the Caribbean in the fields of travel, lifestyle and history	United States	2,350,990	5/16/00
Marlin (Stylized Letters) Computer services, namely, providing on-line magazines in the field of sport fishing	United States	2,350,989	5/16/00
Sport Fishing Computer services, namely providing on-line magazines in the field of sport fishing	United States	2,350,988	5/16/00

Sportsboats Series of magazines featuring recreational water crafts and boats'	United States	2,064,228	5/20/99
Kite Boarding The Magazine of Kite-Boarding Sports (Stylized Letters) Publications, namely magazines in the fields of kite-powered sports and board sailing.	United States	2,468,559	7/10/01
Wind Rider Magazines featuring sailing activities.	United States	1,221,657	12/28/82

II. Pending Trademark Applications:

<u>Trademark Description</u>	<u>Country</u>	<u>Serial Number</u>	<u>Date of Filing</u>
Fly Fishing in Salt Waters (and Design) Publications, namely magazines in the field of fly fishing, travel, outdoor recreation and the study of saltwater fish species.	United States	78-070,174	6/20/01
Sport Diver Interactive (and Design) Computer services, namely providing on-line magazines in the field of scuba diving, snorkeling, swimming and recreational water-sports.	United States	78-060,306	3/1/01
MU Marlin University (and Design) Educational services, namely, conducting classes, workshops, and conferences in the field of fishing which are designed to teach skills in tackle selection, specific angling skills, bait rigging and presentation, handling fish, boat operating skills, basic navigation, and basic electronics.	United States	78-048,098	2/13/01
Boatinglife The Authority on Recreational Boating (and Design) Publications, namely magazines in the field of boating.	United States	76-165,615	11/1/00

III. State Trademark Registrations:

<u>Trademark Description</u>	<u>Country</u>	<u>Registration Number</u>	<u>Date of Registration</u>
Waterski (Stylized Letters)	Florida	T93000000752	6/18/93
Wind Surfing (Stylized Letters)	Florida	T93000000751	6/14/93
Sport Fishing (Stylized Letters)	Florida	T93000000750	6/18/93

IV. Common Law Trademarks¹:

<u>Trademark Description</u>	<u>Country</u>
Kite Powered The Magazine of Kite-Powered Sports (Stylized Letters)	United States
Sport Diver (and Design)	United States
Wake Boarding Magazine (and Design)	United States
Waterski (Stylized Letters)	United States
Wind Surfing (Stylized Letters)	United States
Windfest (Stylized Letters)	United States
Boatinglife (Stylized Letters) ²	

V. Licensed Trademark:

<u>Trademark Description</u>	<u>Country</u>	<u>Registration Number</u>	<u>Date of Registration</u>
Saveur	United States	1,910,040	8/8/95

¹ These marks were listed on PTO records in the name of World Publications, Inc. (FL) but have been abandoned.

² This mark is listed on PTO records in name of World Publications, Inc. (FL), but has been cancelled.

01-07-2002

D

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

REC 7

101935067

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): World Publications, Inc. **123101**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other: Limited Liability Company

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

2. Name and address of receiving party(ies)

Name: World Publications, LLC
 Internal Address: _____
 Street Address: 460 North Orlando Ave. STE 200
 City: Winter Park State: FL Zip: 32789

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 9, 2001

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

A. Trademark Application No.(s)
 78070174, 78048098, 78185815, 78080308

B. Trademark Registration No.(s) 2305014, 2303706, 2349151, 2350890, 2350989, 2350988, 1854625, 2468559, 1862124, 1807444, 1803247, 2264599, 2264598

Additional number(s) attached Yes No

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

Name: Jay Kohn

Internal Address: _____

12-31-2001
 U.S. Patent & Trademark Mail Dept. DL 979

Street Address: 460 North Orlando Ave. STE 200

City: Winter Park State: FL Zip: 32789

6. Total number of applications and registrations involved: **17**

7. Total fee (37 CFR 3.41).....\$ 440.00

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.

Jay Kohn Name of Person Signing [Signature] Signature Nov 29, 2001 Date

Total number of pages including cover sheet, attachments, and document: **1**

/07/2002 6TDM11 00000002 78070174

FC:481 40.00 DP
 FC:482 400.00 DP

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK
 REEL: 002417 FRAME: 0336

TRADEMARK
 REEL: 2545 FRAME: 0510

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
KEY HOLDINGS, INC.**

KEY HOLDINGS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY:

FIRST: Pursuant to written resolution of the Board of Directors of KEY HOLDINGS, INC., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, That the Certificate of Incorporation of this corporation be and is hereby amended by deleting Article FIRST thereof in its entirety and by substituting in lieu thereof the following:

FIRST: The name of the corporation is Key Essentials, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a Consent by Stockholders in Lieu of Special Meeting of said corporation was duly created and produced, in accordance with Section 228 of the General Corporation Law of the State of Delaware, on which Consent have been placed signature representing the necessary number of shares as required by statute in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provision of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, KEY HOLDINGS, INC., has caused this certificate to be signed by Steven L. Rist, its Assistant Secretary, this 5th day of May, 2000.

KEY HOLDINGS, INC.

By: 
Steven L. Rist, Assistant Secretary