

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Conversion
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Spirit Cruises, Inc.		02/24/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Spirit Cruises, LLC
Street Address:	5700 Lake Wright Drive, Suite 203
City:	Norfolk
State/Country:	VIRGINIA
Postal Code:	23502
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 5	
Property Type	Number
Registration Number:	1622911
Registration Number:	2058501
Registration Number:	2257456
Serial Number:	76366879
Serial Number:	78133406

CORRESPONDENCE DATA	
Fax Number:	(413)548-9338
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	hiebert@samuelsTM.com
Correspondent Name:	Timothy H. Hiebert
Address Line 1:	225 Franklin Street, Suite 3300
Address Line 4:	Boston, MASSACHUSETTS 02110

CH \$140.00 76366879

NAME OF SUBMITTER:

Timothy H. Hiebert

Total Attachments: 1

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STATE OF DELAWARE
CERTIFICATE OF CONVERSION

Converting

Spirit Cruises, Inc.
(a Delaware corporation)

Into

Spirit Cruises, LLC
(a Delaware limited liability company)

FIRST: Immediately prior to the filing of this Certificate of Conversion, the company's name was Spirit Cruises, Inc., a Delaware corporation.

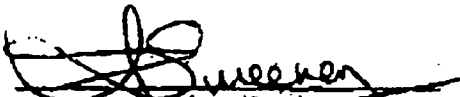
SECOND: Spirit Cruises, Inc. was formed as a Delaware corporation on May 21, 1990, pursuant to the filing of its Certificate of Incorporation with the Secretary of State of the State of Delaware.

THIRD: The name of the Delaware limited liability company into which the Delaware corporation shall be converted is Spirit Cruises, LLC.


FOURTH: This conversion of the Delaware corporation into the Delaware limited liability company has been approved (i) by the Delaware corporation in accordance with Section 266 of the Delaware General Corporation Law (DEL. CODE ANN. tit. 8, § 266) and (ii) by the Delaware limited liability company in accordance with Section 18-214 of the Delaware Limited Liability Company Act (DEL. CODE ANN. tit. 6, § 18-214).

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on this 24th day of February, 2003.

WITNESS:


Anastasia Sweeney

AUTHORIZED PERSON:


Scott Robins