

09-26-2003

Form PYO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



102559356

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): Cruises, Inc.

9.8.03

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/31/2001

2. Name and address of receiving party(ies)

Name: Cruises Inc. Internal Address: 1415 NW 62nd Street Street Address: City: Ft. Lauderdale State: FL Zip: 33309-1955

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,095,180 and 2,149,282

Additional number(s) attached Yes No

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

Name: Friedman, Rosenwasser & Goldbaum Internal Address: 5355 Town Center Road Suite 801

09/26/2003 BTOM11 00000011 2095180

Street Address: 40.00 OP 25.00 OP

City: Boca Raton State: FL Zip: 33486

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

GEORGE DEL PINO, VP Name of Person Signing

Signature

SEPTEMBER 3 2003 Date

Total number of pages including cover sheet, attachments, and document: 5

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



09-08-2003

U.S. Patent & TMO/TM Mail Rcpt Dt. #66

TRADEMARK REEL: 002831 FRAME: 0805

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Owner: Cruises Inc.)
Mark: CRUISES INC. CERTIFIED & BONDED)
Registration Number: 2,095,180)
Registered: September 9, 1997)

POWER OF ATTORNEY

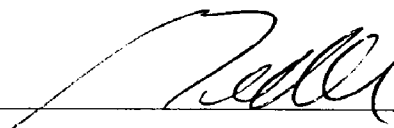
Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3514

Dear Sir or Madam:

Owner hereby appoints Ronald N. Rosenwasser and/or Walter Kraslow, attorneys at law, Friedman, Rosenwasser & Goldbaum, P.A., 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486, telephone (561) 395-5511, to transact all business in the Patent and Trademark Office in connection with the above-referenced trademark. Every member of that law firm, and every attorney at law associated with that law firm, is hereby authorized to sign any paper, or conduct any business, on behalf of the applicant in this case. It is requested that all correspondence be sent to Ronald N. Rosenwasser at the above address.

Date: SEPTEMBER 3 2003

OWNER: CRUISES INC.

By: 
Its: VICE PRESIDENT

ARTICLES OF MERGER

of

Cruises, Inc.

into

Cruises Inc.

EFFECTIVE DATE

1/1/02

FILED
01 DEC 31 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act (the "Act"), the undersigned corporations do hereby make and execute these Articles of Merger for the purpose of merging Cruises, Inc. into Cruises Inc. (the "Merger"):

A. The Plan of Merger is as follows:

1. The name of each corporation to be merged is Cruises Inc., a Florida corporation ("Surviving Company"), and Cruises, Inc., a New York corporation ("Merging Company"). The name of the surviving corporation is Cruises Inc., a Florida corporation.

2. Upon the Effective Date, all shares of the common stock of Merging Company issued and outstanding immediately prior to the Effective Date shall, without any further action, automatically be cancelled, and each holder of shares of the common stock of Merging Company shall cease to have any rights with respect thereto. Each share of the common stock of Surviving Company shall continue to be issued and outstanding as of the Effective Date.

3. The Articles of Incorporation and Bylaws of Surviving Company, as in effect immediately prior to the Effective Date of the Merger, shall be the Articles of Incorporation and Bylaws of the Surviving Company after the Effective Date, and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the Act.

4. The officers and members of the board of directors of Surviving Company in office on the Effective Date shall be the directors and officers of the Surviving Company after the Effective Date, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Company or the Act.


B. The effective date (the "Effective Date") of the Merger shall be January 1, 2002.

C. The Plan of Merger was adopted by the board of directors of Surviving Company and approved by its sole shareholder in accordance with the Act on December 31, 2001.


D. The Plan of Merger was adopted by the board of directors of Merging Company and approved by its sole shareholder in accordance with the applicable provisions of the New York Business Corporation Law on December 31, 2001.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 31st day of December, 2001.

Cruises Inc., a Florida corporation

By: 
Name: PATRICK DOYLE
Title: V.P.

Cruises, Inc., a New York corporation

By: 
Name: PATRICK DOYLE
Title: V.P.