

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Abbott & Andrews Realty Inc.		12/31/2002	CORPORATION: FLORIDA

RECEIVING PARTY DATA	
Name:	Abbott & Andrews Realty, LLC
Street Address:	8955 Highway 98 West
Internal Address:	Suite 203
City:	Destin
State/Country:	FLORIDA
Postal Code:	32550
Entity Type:	Limited Liability Company: FLORIDA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	1994409	TOPS'L

CORRESPONDENCE DATA	
Fax Number:	(214)969-4343
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	trademarkdallas@akingump.com
Correspondent Name:	Akin Gump Strauss Hauer & Feld LLP
Address Line 1:	P.O. Box 688
Address Line 4:	Dallas, TEXAS 75313-0688

ATTORNEY DOCKET NUMBER:	071389-0002
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NAME OF SUBMITTER:	John M. Cone
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Total Attachments: 5 source=abbott&andrewsmerger_2#page1.tif source=abbott&andrewsmerger_1#page1.tif source=abbott&andrewsmerger_3#page1.tif source=abbott&andrewsmerger_4#page1.tif source=abbott&andrewsmerger_5#page1.tif
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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1109, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Abbott & Andrews Realty, Inc. <i>Principal Address:</i> 35000 Emerald Coast Pkwy. Destin, Florida 32541 <i>Mailing Address:</i> c/o Resort Quest International, Inc. 530 Oak Court Drive, Suite 360 Memphis, Tennessee 38117	Florida	Corporation
Florida Document/Registration Number: P94000015087		FEI Number: 59-3229420

APPROVED
 AND
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Abbott & Andrews Realty, LLC 530 Oak Court Drive Suite 360 Memphis, Tennessee 38117	Florida	Limited Liability Company
Florida Document/Registration Number: 1.02000034320		FEI Number: Applied for

THIRD: The attached Plan of Merger meets the requirements of section 607.1108, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions. (Not applicable)

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger. (Not applicable)



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 8, 2003

CT CORPORATION SYSTEM

Re: Document Number L02000034320

The Articles of Merger for ABBOTT & ANDREWS REALTY, LLC, the surviving Florida entity were filed on December 31, 2002.

The certification you requested is enclosed.

Should you have any questions regarding this matter, please feel free to telephone (850) 245-6025, the Registration/Foreign Qualification.

Trevor Brumbley
Document Specialist
Division of Corporations

Letter Number: 303A00001019

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes. (Not applicable)

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes. (Not applicable)

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of the later of:

The date the Articles of Merger are filed with Florida Department of State

OR

December 31, 2002.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity	Signature(s)	Typed or Printed Name of Individual
Abbott & Andrews Realty, Inc.	By: <i>J. Scott Murphy</i>	J. Scott Murphy Title: Vice President & Controller
Abbott & Andrews Realty, LLC	By: <i>J. Scott Murphy</i>	J. Scott Murphy Title: Vice President & Controller

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 607.1107, is being submitted in accordance with section 607.1108, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name	Jurisdiction
Abbott & Andrews Realty, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

Name	Jurisdiction
Abbott & Andrews Realty, LLC	Florida

THIRD: The terms and conditions of the merger are as follows:

(a) The operating agreement of the surviving limited liability company as it shall exist on the effective date of this Agreement shall be and remain the operating agreement of the surviving limited liability company until the same shall be altered, amended and repealed as therein provided.

(b) The managers and/or the managing member of the surviving limited liability company shall continue in office until the next annual meeting of members and until a successor or successors have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Florida, or if later, the effective date of the merger shall be as of the close of business on December 31, 2002.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merging corporation shall be transferred to, vested in and devolve upon the surviving limited liability company without further act or deed. All property, rights, and every other interest of the surviving limited liability company and the merging corporation shall be as effectively the property of the surviving limited liability company as they were of the surviving limited liability company and the merging corporation respectively. The merging corporation hereby agrees from time to time, as and when requested by the surviving limited liability company or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving limited liability company may deem to be necessary or desirable in order to vest in and confirm to the surviving limited liability company title to and possession of any property of the merging corporation acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof. The proper officers and directors of the merging corporation and the proper managers and/or managing member of the surviving limited liability company are fully authorized in the name of the merging corporation or otherwise to take any and all such action.

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TALLAHASSEE, FLORIDA
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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of the merging corporation into the interests, shares, obligations or other securities of the surviving limited liability company, in whole or in part, into cash or other property are as follows:

(1) The membership interests of the surviving limited liability company, which shall be issued and outstanding on the effective date of this Plan of Merger, shall remain issued and outstanding.

(2) One hundred percent (100%) of the shares of common stock of the merging corporation which shall be outstanding on the effective date of this Plan of Merger, and all rights in respect thereof shall forthwith be changed and converted into one hundred percent (100%) of the membership interests of the surviving limited liability company.

(3) After the effective date of this Plan of Merger, the holder of an outstanding certificate representing shares of one hundred percent (100%) of the common stock of the merging corporation shall surrender the same to the surviving limited liability company. The holder shall be entitled upon such surrender to receive one hundred percent (100%) of the membership interests of the surviving limited liability company on the basis provided herein. Until so surrendered, the outstanding shares of stock of the merging corporation to be converted into the membership interest of the surviving limited liability company as provided herein, may be treated by the surviving limited liability company for all corporate purposes as evidencing the membership interest of the surviving limited liability company as though said surrender and exchange had taken place.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merging corporation into rights to acquire interests, shares, obligations or other securities of the surviving limited liability corporation, in whole or in part, into cash or other party property are as follows:

Rights to acquire shares of the common stock of the merging corporation which shall be outstanding on the effective date of this Plan of Merger, and all rights in respect thereof, shall be changed and converted to rights to acquire the membership interests of the surviving limited liability company.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows: (Not applicable).

SIXTH: If a limited liability company is the surviving entity the name and address of the managing member is as follows:

Abbott Resorts, LLC
A Florida Limited Liability Company
530 Oak Court Drive, Suite 360
Memphis, Tennessee 38117

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SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: (Not Applicable)

EIGHTH: Other provisions, if any, relating to the merger: None