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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): ResidenSea Limited, 5200 Blue Lagoon Dr., Miami, FL 33120

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other LIMITED PARTNERSHIP OF THE BAHAMAS

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

3. Nature of conveyance:

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

Execution Date October 30, 2003

2. Name and address of receiving party(ies)

Name: The World Resident Holdings, Ltd.

Internal Address:

Street Address 5200 Blue Lagoon Drive

City: Miami State: Florida Zip: 33126

- Individual(s) citizenship, Association, General Partnership

Limited Partnership Of The Bahamas

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,614,539

Additional number(s) attached Yes No

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

Name: Marc A. Bergsman, Esquire

Internal Address: Dickinson Wright PLLC

Street Address: 1901 "L" St., NW, Suite 800

City: Washington State: DC Zip: 20036

6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41) \$465.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

04-1061

(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.

Marc A. Bergsman Name of Person Signing

Marc A. Bergsman Signature

November 4, 2003 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

TRADEMARK FEE PROCESS RECEIVED NOV 5 2 03

11/26/2003 LUMELER 2614539 465.00 425.00

EXHIBIT A

Mark	Country	App/Reg No.
MISCELLANEOUS DESIGN (Class 36)	United States	Reg. 2,614,539
MISCELLANEOUS DESIGN (Class 42)	United States	Reg. 2,595,682
RESIDENSEA (Class 36)	United States	Reg. 2,465,901
RESIDENSEA (Class 42)	United States	Reg. 2,621,605
RESIDENSEA (Class 42)	United States	Reg. 2,626,386
TAILORED TIME	United States	Reg. 2,640,735
THE ULTIMATE ADDRESS: THE WORLD (Class 36)	United States	Reg. 2,471,805
THE ULTIMATE ADDRESS: THE WORLD (Class 42)	United States	Reg. 2,621,604
THE ULTIMATE ADDRESS: THE WORLD (Class 42)	United States	Reg. 2,654,941
THE WORLD	United States	Reg. 2,749,666
THE WORLD OF RESIDENSEA (Class 36)	United States	Reg. 2,465,902
THE WORLD OF RESIDENSEA (Class 42)	United States	Reg. 2,626,387
THE WORLD OF RESIDENSEA (Class 42)	United States	Reg. 2,615,601
TRAVEL THE WORLD WITHOUT LEAVING HOME (Class 36)	United States	Reg. 2,461,955
TRAVEL THE WORLD WITHOUT LEAVING HOME (Class 39)	United States	Reg. 2,759,585
TRAVEL THE WORLD WITHOUT LEAVING HOME (Class 42)	United States	Reg. 2,615,602
WHEN YOU LIVE TO TRAVEL (Class 36)	United States	Reg. 2,510,240
WHEN YOU LIVE TO TRAVEL (Class 39)	United States	Reg. 2,618,874

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TRADEMARK ASSIGNMENT

ASSIGNMENT made this 30th day of October, 2003, by and between ResidenSea Limited, a Limited Company (hereinafter "Assignor"), organized and existing under the laws of the Bahamas, having an address at 5200 Blue Lagoon Drive, Miami, Florida 33126 U.S.A. and The World Resident Holdings, Ltd., a Limited Company (hereinafter "Assignee"), organized and existing under the laws of the Bahamas, having an address at 5200 Blue Lagoon Drive, Miami, Florida 33126 U.S.A.

WHEREAS, Assignor owns and has used, or is using the service marks and trademarks identified in Exhibit A attached hereto in the United States and throughout the world (hereinafter the "Marks");

WHEREAS, Assignee is desirous of acquiring the Marks and the goodwill of the business associated therewith, as well as all applications and registrations thereto.

NOW, THEREFORE, it is agreed that pursuant to the purchase of the total business assets of the Assignor, the receipt and sufficiency of such consideration is hereby acknowledged, Assignor conveys, transfers, and assigns to Assignee all its rights, title, and interest in and to the Marks and the federal applications and registrations and international registrations and applications therefore, together with the goodwill of the business symbolized thereby.

Assignor further assigns to Assignee all rights to sue for and receive all damages occurring from past infringing uses of the Marks.

Assignor warrants that it has good and valid title to the Marks, including the applications and registrations therefore. Assignor agrees that upon request by Assignee, Assignor shall execute all papers, make all rightful oaths, testify on behalf of Assignee and do all other lawful acts necessary to carry out the intent of this Assignment at Assignee's

expense and request, as well as provide such other material, information, or assistance as Assignee may consider necessary.

(Signature Page A)

This Assignment shall be binding on the parties, their successors and/or assigns and all others acting by, through, with, or under their direction, and all those in privity therewith.

ResidenSea Limited

By: [Signature]

Name: Robert E. Riley

Title: President and CEO

State of New York)
County of New York) ss:

Robert E. Riley, being duly sworn, did depose and say this 30th day of October, 2003 that he is an officer of ResidenSea Limited; that he is authorized to execute this Assignment on behalf of said corporation; that he has read and signed the foregoing Assignment and knows and understands the contents thereof.

[Signature]
Notary Public

KATRINA D. SCOTT
NOTARY PUBLIC, State of New York
No. 01SC5062063
Qualified in New York County
Commission Expires June 17, 2006

The World Resident Holdings, Ltd.

By: [Signature]

Name: Paul D. Smith

Title: Attorney-In-Fact

State of New York)
County of New York) ss:

Paul D. Smith, being duly sworn, did depose and say this 30th day of October, 2003 that he is an officer of The World Resident Holdings, Ltd.; that he is authorized to execute this Assignment on behalf of said corporation; that he has read and signed the foregoing Assignment and knows and understands the

contents thereof.

[Signature]
KATRINA D. SCOTT
NOTARY PUBLIC, State of New York
No. 01SC5062063
Qualified in New York County
Commission Expires June 17, 2006

TRADEMARK

EXHIBIT A

Mark	Country	App/Reg No.
RESIDENSEA	Canada	App. 1,098,720
RESIDENSEA Logo	Canada	App. 1,098,722
TAILORED TIME	Canada	App. 1,098,718
THE ULTIMATE ADDRESS: THE WORLD	Canada	App. 1,098,719
THE WORLD	Canada	App. 1,142,924
THE WORLD OF RESIDENSEA	Canada	App. 1,098,717
TRAVEL THE WORLD WITHOUT LEAVING HOME	Canada	App. 1,098,716
WHEN YOU LIVE TO TRAVEL	Canada	App. 1,098,721
RESIDENSEA Logo	CTM	Reg. 2125870
RESIDENSEA	CTM	Reg. 2128411
TAILORED TIME	CTM	Reg. 2181824
THE ULTIMATE ADDRESS: THE WORLD	CTM	Reg.. 2129195
THE WORLD	CTM	App002 732147
THE WORLD OF RESIDENSEA	CTM	Reg. 2128403
TRAVEL THE WORLD WITHOUT LEAVING HOME	CTM	Reg. 2128361
WHEN YOU LIVE TO TRAVEL	CTM	Reg..2125805
RESIDENSEA	Denmark	Reg.VR 1998 02666
RESIDENSEA - THE ULTIMATE ADDRESS	Denmark	Reg.VR 1998 02665
THE WORLD OF RESIDENSEA	Denmark	Reg.VR 03.546 1997
TRAVEL THE WORLD WITHOUT LEAVING HOME	Denmark	Reg.VR 1998 02667
RESIDENSEA	France	Reg. 96637657
RESIDENSEA - THE ULTIMATE ADDRESS	France	Reg. 96637659
THE WORLD OF RESIDENSEA	France	Reg. 96641739
TRAVEL THE WORLD WITHOUT LEAVING HOME	France	Reg. 96637658
RESIDENSEA	Germany	Reg. 396 34 661
RESIDENSEA - THE ULTIMATE ADDRESS	Germany	Reg. 396 34 658
THE WORLD OF RESIDENSEA	Germany	Reg. 396 40 390
TRAVEL THE WORLD WITHOUT LEAVING HOME	Germany	Reg. 396 34 659
RESIDENSEA	Japan	Reg. 4160654
RESIDENSEA	Japan	Reg. 4415012
RESIDENSEA	Japan	Reg. 4657267

Mark	Country	App/Reg No.
RESIDENSEA - THE ULTIMATE ADDRESS	Japan	Reg. 4160655
RESIDENSEA - THE ULTIMATE ADDRESS	Japan	Reg. 4415013
RESIDENSEA Logo	Japan	App.38304/2001
TAILORED TIME	Japan	App.38303/2001
THE ULTIMATE ADDRESS: THE WORLD	Japan	Reg. 4334441
THE ULTIMATE ADDRESS: THE WORLD	Japan	Reg. 4415017
THE ULTIMATE ADDRESS: THE WORLD	Japan	Reg. 4657268
THE WORLD	Japan	App.50089/2002
THE WORLD OF RESIDENSEA	Japan	Reg. 4334437
THE WORLD OF RESIDENSEA	Japan	Reg. 4415015
THE WORLD OF RESIDENSEA	Japan	Reg. 4649162
TRAVEL THE WORLD WITHOUT LEAVING HOME	Japan	App.38308/2001
TRAVEL THE WORLD WITHOUT LEAVING HOME	Japan	Reg. 4160656
TRAVEL THE WORLD WITHOUT LEAVING HOME	Japan	Reg. 4415014
WHEN YOU LIVE TO TRAVEL	Japan	App.38302/2001
RESIDENSEA	Norway	Reg. 188172
RESIDENSEA - THE ULTIMATE ADDRESS	Norway	Reg. 188173
THE ULTIMATE ADDRESS: THE WORLD	Norway	Reg. 194640
THE WORLD OF RESIDENSEA	Norway	Reg. 189457
TRAVEL THE WORLD WITHOUT LEAVING HOME	Norway	Reg. 203750
RESIDENSEA	Sweden	Reg. 331034
RESIDENSEA - THE ULTIMATE ADDRESS	Sweden	Reg. 338632
THE WORLD OF RESIDENSEA	Sweden	Reg. 330921
RESIDENSEA	Switzerland	Reg. 437704
RESIDENSEA - THE ULTIMATE ADDRESS	Switzerland	Reg. 439061
THE WORLD OF RESIDENSEA	Switzerland	Reg. 444714
TRAVEL THE WORLD WITHOUT LEAVING HOME	Switzerland	Reg. 439059
RESIDENSEA	U.K.	Reg. 2106696
THE ULTIMATE ADDRESS: THE WORLD	U.K.	Reg. 2120006
THE WORLD OF RESIDENSEA	U.K.	Reg. 2109950
TRAVEL THE WORLD WITHOUT LEAVING HOME	U.K.	Reg. 2106699
MISCELLANEOUS DESIGN (Class 36)	United States	Reg. 2,614,539

Mark	Country	App/Reg No.
MISCELLANEOUS DESIGN (Class 42)	United States	Reg. 2,595,682
RESIDENSEA (Class 36)	United States	Reg. 2,465,901
RESIDENSEA (Class 42)	United States	Reg. 2,621,605
RESIDENSEA (Class 42)	United States	Reg. 2,626,386
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THE WORLD OF RESIDENSEA (Class 42)	United States	Reg. 2,615,601
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WHEN YOU LIVE TO TRAVEL (Class 36)	United States	Reg. 2,510,240
WHEN YOU LIVE TO TRAVEL (Class 39)	United States	Reg. 2,618,874

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RECORDED: 11/06/2003

**TRADEMARK
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