

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/10/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PANTHERS BRHC LIMITED		12/10/2004	LIMITED PARTNERSHIP:

RECEIVING PARTY DATA

Name:	PANTHERS BRHC L.L.C.
Street Address:	345 Park Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10154
Entity Type:	Limited Liability Company:

PROPERTY NUMBERS Total: 55

Property Type	Number	Word Mark
Serial Number:	75526305	CAMP BOCA
Serial Number:	75482810	THE BOCA
Serial Number:	75482809	THE BOCA
Serial Number:	75482808	THE BOCA
Serial Number:	75482811	THE ELEGANT PLACE TO PLAY
Serial Number:	75482657	THE ELEGANT PLACE TO PLAY
Serial Number:	75482662	THE ELEGANT PLACE TO PLAY
Serial Number:	75482659	BOCA CLUB LIFE
Serial Number:	75526108	
Serial Number:	75525772	
Serial Number:	75525750	
Serial Number:	75526739	
Serial Number:	75526752	

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Serial Number:	75525749	
Serial Number:	75525746	
Serial Number:	75525594	
Serial Number:	75525592	
Serial Number:	75527002	
Serial Number:	75482658	
Serial Number:	75482661	
Serial Number:	75482512	
Serial Number:	75546311	BOCA LOGO SHOP
Serial Number:	75526709	BOCALOE
Serial Number:	75545225	MIZNER'S PROVISIONS
Serial Number:	75511047	BOCA BABY
Serial Number:	75506716	BOCA TOTS
Serial Number:	75506710	BOCA SCREEN
Serial Number:	75506708	BOCA BREEZE
Serial Number:	75506707	BOCA BOCA
Serial Number:	75506706	BOCA BUNCH
Serial Number:	75506565	BOCA BAKE
Serial Number:	75506564	BOCA BLOCK
Serial Number:	75511097	BOCA TAN EXTENDING MOISTURIZER
Serial Number:	75506540	BOCA TAN
Serial Number:	75482511	BOCA TO GO
Serial Number:	75482508	BOCA BY DESIGN
Serial Number:	75482442	BOCA RATON HOTEL AND CLUB
Serial Number:	75482412	BOCA RATON HOTEL AND CLUB
Serial Number:	75482892	BOCA RATON HOTEL AND CLUB
Serial Number:	75482510	BOCA RATON RESORT & CLUB
Serial Number:	75482656	BOCA RATON RESORT & CLUB
Serial Number:	75482699	BOCA RATON RESORT & CLUB
Serial Number:	75525769	BOCA RATON RESORT & CLUB
Serial Number:	75525748	BOCA RATON RESORT & CLUB
Serial Number:	75525741	BOCA RATON RESORT & CLUB
Serial Number:	75525591	BOCA RATON RESORT & CLUB
Serial Number:	75525747	BOCA RATON RESORT & CLUB
Serial Number:	75525595	BOCA RATON RESORT & CLUB

Serial Number:	75526707	BOCA RATON RESORT & CLUB
Serial Number:	75528775	BOCA RATON RESORT & CLUB
Serial Number:	75526754	BOCA RATON RESORT & CLUB
Serial Number:	75526736	BOCA RATON RESORT & CLUB
Serial Number:	75805727	INTELLIGENT INDULGENCE
Serial Number:	73620519	BOCA BEACH CLUB
Serial Number:	75506567	PALM TREE

CORRESPONDENCE DATA

Fax Number: (305)416-3190
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 305-416-3180
Email: dl@lydeckerwadsworth.com
Correspondent Name: Deborah Lee
Address Line 1: 1201 Brickell Avenue
Address Line 2: Suite 200
Address Line 4: Miami, FLORIDA 33131

NAME OF SUBMITTER:	Deborah Lee
Signature:	/Deborah Lee/
Date:	08/09/2005

Total Attachments: 6
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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 620.201, Florida Statutes.

Article I - Merging Entity

The exact name, street address of its principal office, jurisdiction and entity type for the merging entity is as follows:

PANTHERS BRHC LIMITED, a Florida limited partnership
One N.E. Third Avenue, 2nd Floor
Fort Lauderdale, FL 33301

Article II - Surviving Entity

The exact name, street address of its principal office, jurisdiction and entity type for the surviving entity is as follows:

PANTHERS BRHC L.L.C., a Delaware limited liability company
c/o The Blackstone Group
345 Park Avenue
New York, NY 10154

Article III - Plan of Merger

The Plan of Merger, which is attached to these Articles of Merger, meets the requirements of Section 620.201, Florida Statutes, and was approved by each domestic limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes. The Plan of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the jurisdiction in which such entity was formed, organized or incorporated.

Article IV - Applicable Law

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization of any partnership that is a party to the merger.

Article V - Effective Date

The effective date of the Merger shall be December 10, 2004.

Article VI - Articles of Merger

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

Article VII – Provisions Regarding Surviving Entity

The surviving entity hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation of the rights of dissenting shareholders of an entity that is a party to this merger. In addition, the surviving entity has agreed to promptly pay to the dissenting shareholders of an entity that is a party to this merger any amounts, if any, to which they are entitled under Florida Statutes Section 620.205.

[Signature page follows]

“Merging Entity”

PANTHERS BRHC LIMITED, a Florida limited partnership

By: Panthers BRGP Corporation, the managing general partner

By: 

Name: RICHARD HANDLEY

Its: VICE PRESIDENT

“Surviving Entity”

PANTHERS BRHC L.L.C., a Delaware limited liability company

By: _____

Name: _____

Its: Authorized Person

“Merging Entity”

PANTHERS BRHC LIMITED, a Florida limited partnership

By: Panthers BRGP Corporation, the managing general partner

By: _____

Name: _____

Its:

“Surviving Entity”

PANTHERS BRHC L.L.C., a Delaware limited liability company

By: R. Christopher Heady

Name: _____

Its: Authorized Person

R. Christopher Heady
Assistant Secretary

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107, 608.4381, and/or 620.202, Florida Statutes, is being submitted in accordance with Section 607.1108, 608.438, and/or 620.201, Florida Statutes.

Article I - Merging Entity

The name, street address of its principal office, jurisdiction and entity type of the merging entity, is as follows:

Panthers BRHC Limited Florida limited partnership
One N.E. Third Avenue, 2nd Floor
Fort Lauderdale, FL 33301

Article II - Surviving Entity

The name, street address of its principal office, jurisdiction and entity type of the surviving entity, is as follows:

Panthers BRHC L.L.C. Delaware limited liability company
c/o The Blackstone Group
345 Park Avenue
New York, NY 10154

Article III - Terms and Conditions

The terms and conditions of the merger are as follows:

Panthers BRHC Limited, a Florida limited partnership (the "Partnership") shall be merged with and into Panthers BRHC L.L.C., a Delaware limited liability company (the "LLC") (the "Merger"). All of the partners and members of the Partnership and the LLC, respectively, shall combine all of the rights, property and liability of both entities into a single entity under the Merger. Each entity who is a member of the LLC immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of any person or entity, cease to be a member of the LLC. Promptly following the execution of this Plan of Merger by the general partner and managing member of the Partnership and the LLC, respectively, the managing member shall file Articles of Merger with the Florida Secretary of State.

Article IV - Basis and Manner of Converting Interests

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations of the survivor, in whole or in part, into cash or other property are as follows:

The interest of each partner in the Partnership, represented as partnership interest, shall be converted into an equal percentage interest in the LLC, and such membership interest shall be reflected in an operating agreement of the LLC, which is to be adopted by the members of the LLC.

The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The right to acquire partnership interest of the partnership shall be converted into an equal right to acquire membership interest of the LLC and shall be reflected in an operating agreement to be adopted by all the members of the LLC.

Article V - Surviving Entity

The names and addresses of all of the members of Panthers BRHC L.L.C., the surviving entity in this Merger, are:

Panthers BRGP L.L.C.
c/o The Blackstone Group
345 Park Avenue
New York, NY 10154

Panthers BRLP L.L.C.
c/o The Blackstone Group
345 Park Avenue
New York, NY 10154

Panther Boca Limited Partner L.L.C.
c/o The Blackstone Group
345 Park Avenue
New York, NY 10154