

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/08/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ozarks Scenic Tours, LLC		08/08/2005	LIMITED LIABILITY COMPANY: MISSOURI

RECEIVING PARTY DATA

Name:	Ride The Ducks International, LLC
Street Address:	2800 West 76 Country Music Boulevard
City:	Branson
State/Country:	MISSOURI
Postal Code:	65616
Entity Type:	LIMITED LIABILITY COMPANY: MISSOURI

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2484276	
Registration Number:	2433855	DUCK CENTRAL
Serial Number:	75370381	RIDE THE DUCKS
Registration Number:	2167682	WACKY QUACKERS
Serial Number:	74703637	RIDE THE DUCKS
Registration Number:	1743607	LAND & LAKE
Registration Number:	1583993	RIDE THE DUCKS

CORRESPONDENCE DATA

Fax Number: (314)480-1505
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 314.480.1500
 Email: trademark@husch.com

OP \$190.00 2484276

Correspondent Name: H. Frederick Rusche
Address Line 1: 190 Carondelet Plaza
Address Line 2: Suite 600
Address Line 4: St. Louis, MISSOURI 63105

ATTORNEY DOCKET NUMBER:	57002-052 RTD MERGER
NAME OF SUBMITTER:	H. Frederick Rusche
Signature:	/H. Frederick Rusche/
Date:	01/18/2006

Total Attachments: 15

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Honorable Robin Carnahan
Secretary of State
State of Missouri
Jefferson City, Missouri 65101

**NOTICES AND ARTICLES OF MERGER OF
LIMITED LIABILITY COMPANIES**

Pursuant to the provisions of the Missouri Limited Liability Company Act, these Articles of Merger are executed by RIDE THE DUCKS OF BRANSON, LLC, a Missouri limited liability company, RIDE THE DUCKS OF MEMPHIS, LLC, a Missouri limited liability company, RIDE THE DUCKS OF SAN DIEGO, LLC, a Missouri limited liability company, RIDE THE DUCKS OF BALTIMORE, LLC, a Missouri limited liability company, RIDE THE DUCKS OF PHILADELPHIA, LLC, a Missouri limited liability company, OZARKS SCENIC TOURS, LLC, a Missouri limited liability company, AMPHIBIOUS VEHICLE MANUFACTURING, LLC, a Missouri limited liability company, DUCK DEVELOPMENT, LLC, a Missouri limited liability company and RIDE THE DUCKS INTERNATIONAL, LLC, a Missouri limited liability company (herein sometimes referred to as "Constituent LLCs").

Article I

The name of the parties to the merger are Ride the Ducks of Branson, LLC, a Missouri limited liability company, Ride the Ducks of Memphis, LLC, a Missouri limited liability company, Ride the Ducks of San Diego, LLC, a Missouri limited liability company, Ride the Ducks of Baltimore, LLC, a Missouri limited liability company, Ride the Ducks of Philadelphia, LLC, a Missouri limited liability company, Ozarks Scenic Tours, LLC, a Missouri limited liability company, Amphibious Vehicle Manufacturing, LLC, a Missouri limited liability company, Duck Development, LLC, a Missouri limited liability company and Ride the Ducks International, LLC, a Missouri limited liability company.

Article II

The effective date of the merger is August 8, 2005

Article III

The surviving entity is Ride the Ducks International, LLC, a Missouri limited liability company (the "Surviving Entity").

Article IV

This merger was authorized and approved by the members of each party to the merger in accordance with the laws of the State of Missouri.



Article V

The registered agent and the address of the registered office for the Surviving Entity is:

Herschend Family Entertainment Corporation
2800 Country Music Boulevard
Branson, MO 65616

Article VI

A copy of the executed agreement and plan of merger is on file at the principal place of business of the Surviving Entity, the address of which is:

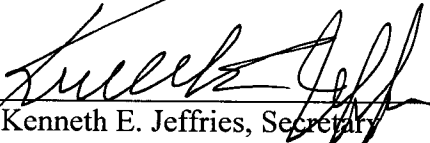
2800 W. 76 Country Music Boulevard
Branson, MO 65616

Article VII


A copy of the agreement and plan of merger will be furnished by the Surviving Entity, upon request and without any cost, to any member of the Constituent LLCs.

In affirmation thereof, the facts stated above are true:

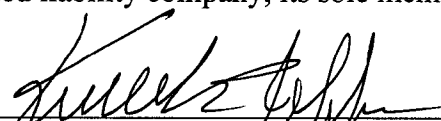
RIDE THE DUCKS OF BRANSON, LLC,
a Missouri limited liability company
By: Ride the Ducks International, LLC, a Missouri
limited liability company, its sole member

By: 
Kenneth E. Jeffries, Secretary

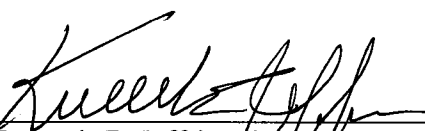
RIDE THE DUCKS OF SAN DIEGO, LLC,
a Missouri limited liability company
By: Ride the Ducks International, LLC, a Missouri
limited liability company, its sole member

By: 
Kenneth E. Jeffries, Secretary

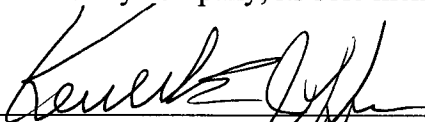
RIDE THE DUCKS OF MEMPHIS, LLC,
a Missouri limited liability company
By: Ride the Ducks International, LLC, a Missouri
limited liability company, its sole member

By: 
Kenneth E. Jeffries, Secretary

RIDE THE DUCKS OF BALTIMORE, LLC,
a Missouri limited liability company
By: Ride the Ducks International, LLC, a Missouri
limited liability company, its sole member

By: 
Kenneth E. Jeffries, Secretary

RIDE THE DUCKS OF PHILADELPHIA, LLC,
a Missouri limited liability company
By: Ride the Ducks International, LLC, a Missouri
limited liability company, its sole member

By: 
Kenneth E. Jeffries, Secretary

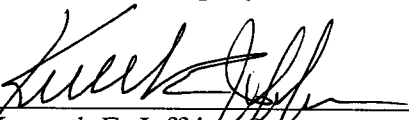
OZARK SCENIC TOURS, LLC,
a Missouri limited liability company
By: Ride the Ducks International, LLC, a Missouri
limited liability company, its sole member

By: 
Kenneth E. Jeffries, Secretary

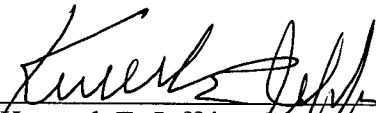
AMPHIBIOUS VEHICLE MANUFACTURING,
LLC, a Missouri limited liability company
By: Ride the Ducks International, LLC, a Missouri
limited liability company, its sole member

By: 
Kenneth E. Jeffries, Secretary

DUCK DEVELOPMENT, LLC,
a Missouri limited liability company
By: Ride the Ducks International, LLC, a Missouri
limited liability company, its sole member

By: 
Kenneth E. Jeffries, Secretary

RIDE THE DUCKS INTERNATIONAL, LLC,
a Missouri limited liability company

By: 
Kenneth E. Jeffries, Secretary

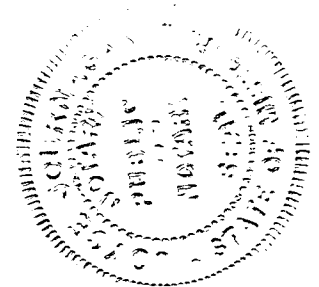
STATE OF MISSOURI)
)
COUNTY OF Taney) SS.

On this 8th day of August, 2005 before me appeared Kenneth E. Jeffries, to me personally known, who being by me duly sworn did say that he is the Secretary of Ride the Ducks of Branson, LLC, a Missouri limited liability company, and acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Joyce Jounagan
Notary Public

My Commission Expires:
12-11-05



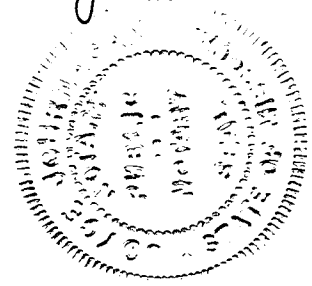
STATE OF MISSOURI)
)
COUNTY OF Taney) SS.

On this 8th day of August, 2005 before me appeared Kenneth E. Jeffries, to me personally known, who being by me duly sworn did say that he is the Secretary of Ride the Ducks of San Diego, LLC, a Missouri limited liability company, and acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Joyce Jounagan
Notary Public

My Commission Expires:
12-11-05



STATE OF MISSOURI)
)
COUNTY OF Taney) SS.

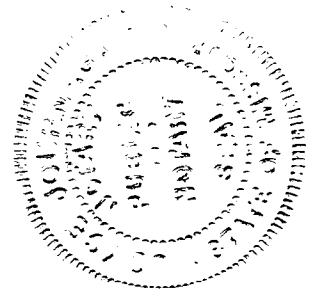
On this 8th day of August, 2005 before me appeared Kenneth E. Jeffries, to me personally known, who being by me duly sworn did say that he is the Secretary of Ride the Ducks of Memphis, LLC, a Missouri limited liability company, and acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Joyce Jannagan
Notary Public

My Commission Expires:

12-11-05



STATE OF MISSOURI)
)
COUNTY OF Taney) SS.

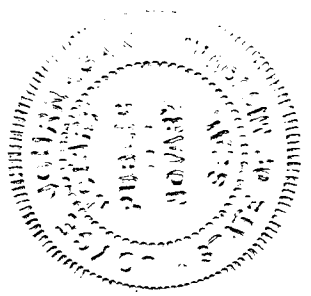
On this 8th day of August, 2005 before me appeared Kenneth E. Jeffries, to me personally known, who being by me duly sworn did say that he is the Secretary of Ride the Ducks of Baltimore, LLC, a Missouri limited liability company, and acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Joyce Jannagan
Notary Public

My Commission Expires:

12-11-05



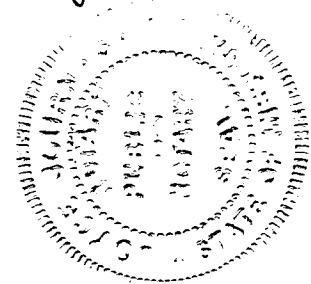
STATE OF MISSOURI)
)
COUNTY OF Taney) SS.

On this 8th day of August, 2005 before me appeared Kenneth E. Jeffries, to me personally known, who being by me duly sworn did say that he is the Secretary of Ride the Ducks of Philadelphia, LLC, a Missouri limited liability company, and acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Joyce Jounagan
Notary Public

My Commission Expires:
12-11-05



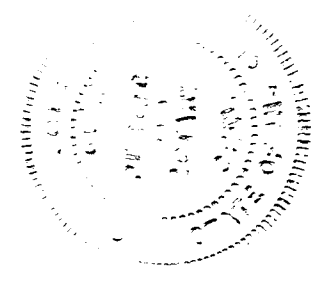
STATE OF MISSOURI)
)
COUNTY OF Taney) SS.

On this 8th day of August, 2005 before me appeared Kenneth E. Jeffries, to me personally known, who being by me duly sworn did say that he is the Secretary of Ride the Ducks of Philadelphia, LLC, a Missouri limited liability company, and acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Joyce Jounagan
Notary Public

My Commission Expires:
12-11-05



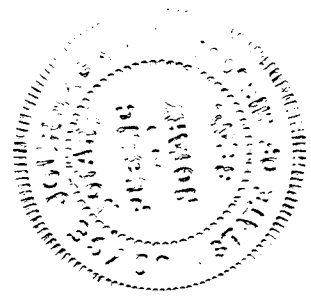
STATE OF MISSOURI)
)
COUNTY OF Taney) SS.

On this 8th day of August, 2005 before me appeared Kenneth E. Jeffries, to me personally known, who being by me duly sworn did say that he is the Secretary of Ozark Scenic Tours, LLC, a Missouri limited liability company, and acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Joyce Jounagan
Notary Public

My Commission Expires:
12-11-05



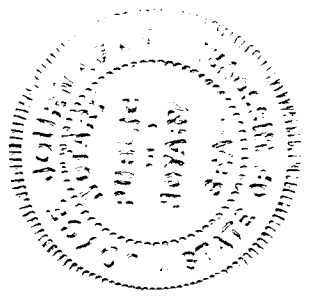
STATE OF MISSOURI)
)
COUNTY OF Taney) SS.

On this 8th day of August, 2005 before me appeared Kenneth E. Jeffries, to me personally known, who being by me duly sworn did say that he is the Secretary of Amphibious Vehicle Manufacturing, LLC, a Missouri limited liability company, and acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Joyce Jounagan
Notary Public

My Commission Expires:
12-11-05



STATE OF MISSOURI)
)
COUNTY OF Taney) SS.

On this 8th day of August, 2005 before me appeared Kenneth E. Jeffries, to me personally known, who being by me duly sworn did say that he is the Secretary of Duck Development, LLC, a Missouri limited liability company, and acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Jace Jannagan
Notary Public

My Commission Expires:
12-11-05



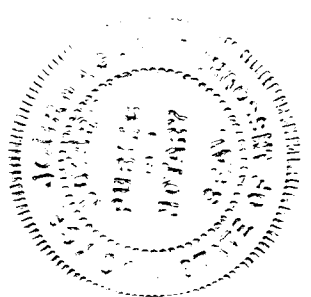
STATE OF MISSOURI)
)
COUNTY OF Taney) SS.

On this 8th day of August, 2005 before me appeared Kenneth E. Jeffries, to me personally known, who being by me duly sworn did say that he is the Secretary of Ride the Ducks International, LLC, a Missouri limited liability company, and acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Jace Jannagan
Notary Public

My Commission Expires:
12-11-05



AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT ("Agreement"), made and entered into the this 8 day of August 2005, by and between RIDE THE DUCKS OF BRANSON, LLC, a Missouri limited liability company, RIDE THE DUCKS OF MEMPHIS, LLC, a Missouri limited liability company, RIDE THE DUCKS OF SAN DIEGO, LLC, a Missouri limited liability company, RIDE THE DUCKS OF BALTIMORE, LLC, a Missouri limited liability company, RIDE THE DUCKS OF PHILADELPHIA, LLC, a Missouri limited liability company, OZARKS SCENIC TOURS, LLC, a Missouri limited liability company, AMPHIBIOUS VEHICLE MANUFACTURING, LLC, a Missouri limited liability company, and DUCK DEVELOPMENT, LLC, a Missouri limited liability company (hereinafter the "Subsidiary LLCs"), and RIDE THE DUCKS INTERNATIONAL, LLC, a Missouri limited liability company (the "Surviving LLC") (the Subsidiary LLCs and the Surviving LLC are hereinafter collectively referred to as the "Subsidiary LLCs").

WITNESSETH:

WHEREAS, each of the Subsidiary LLCs are Missouri limited liability companies duly organized and existing under the laws of the State of Missouri; and

WHEREAS, the Surviving LLC is a limited liability company duly organized and existing under the laws of the State of Missouri; and

WHEREAS, the Surviving LLC is the sole member of each of the Subsidiary LLCs; and

WHEREAS, the Surviving LLC, as the sole member of each of the Subsidiary LLCs deems it advisable and in the best interests of each of the Subsidiary LLCs and the Surviving LLC that the Subsidiary LLCs be merged into the Surviving LLC as provided herein;

NOW, THEREFORE, in consideration of the mutual agreements contained herein, the Subsidiary LLCs hereto agree as follows:

1. On the Effective Date (as hereinafter set forth) of the merger (a) each of the Subsidiary LLCs shall be merged with and into Surviving LLC, with the Surviving LLC

surviving the merger; and (b) the separate existence and organization of each Subsidiary LLC shall cease.

2. The terms and conditions of the merger and the mode of carrying the merger into effect are as follows:

(a) Subsidiary LLCs shall be merged with and into the Surviving LLC, in accordance with the provisions of this Agreement.

(b) Upon the Effective Date of the merger, the separate existence of Subsidiary LLCs shall cease and the membership interest of the Surviving LLC in the Subsidiary LLCs shall be cancelled.

(c) Upon the Effective Date of the merger, the Surviving LLC shall thereupon and thereafter possess all rights, privileges, immunities, powers, and franchises possessed by each of the Subsidiary LLCs and shall be subject to all restrictions, disabilities, and duties of each of the Subsidiary LLCs. All rights, causes of action, property and assets of whatsoever kind or description whether real, personal, tangible, or intangible, of each of the Subsidiary LLCs, and all debts due on whatever account to any of them, shall be taken and be deemed to be transferred to and vested in the Surviving LLC without further act or deed. Title to all real or personal property and any interest therein vested any of the Subsidiary LLCs shall not revert or be in any way impaired by reason of the merger. The parties shall execute and deliver confirmatory deeds, assignments, or other instruments of transfer, if deemed necessary by the Surviving LLC, to evidence any transfer or devolution of that property, right, privilege or franchise, which shall be executed and delivered in the name of Subsidiary LLCs by the last acting officers thereof or by the corresponding officers of the Surviving LLC.

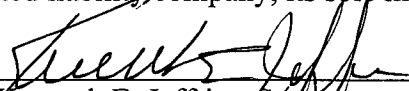
3. The Operating Agreement and the Articles of Organization of the Surviving LLC shall not be changed by the merger.

4. As of the Effective Date of the merger, the Board of Advisors and Officers of Surviving LLC shall continue in office until their successors are duly elected and qualified under the provision of the Operating Agreement of Surviving LLC.

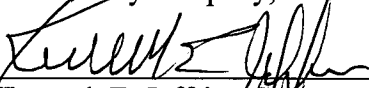
5. A notice of merger shall be prepared and filed in accordance with Missouri law and the merger shall become effective upon the date of issuance of a Certificate of Merger by the Secretary of State of Missouri (herein referred to as the "Effective Date" of the merger).

IN WITNESS WHEREOF, each of the Subsidiary LLCs, has caused this instrument to be executed as of the day and year first above written.

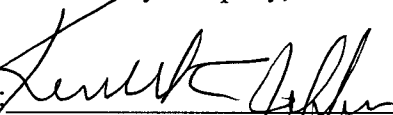
RIDE THE DUCKS OF BRANSON, LLC,
a Missouri limited liability company, by
Ride the Ducks International, LLC, a Missouri
limited liability company, its sole member

By: 
Kenneth E. Jeffries, Secretary

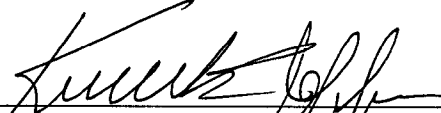
RIDE THE DUCKS OF MEMPHIS, LLC,
a Missouri limited liability company, by
Ride the Ducks International, LLC, a Missouri
limited liability company, its sole member

By: 
Kenneth E. Jeffries, Secretary

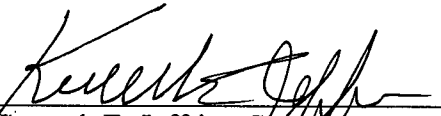
RIDE THE DUCKS OF SAN DIEGO, LLC,
a Missouri limited liability company, by
Ride the Ducks International, LLC, a Missouri
limited liability company, its sole member

By: 
Kenneth E. Jeffries, Secretary

RIDE THE DUCKS OF BALTIMORE, LLC,
a Missouri limited liability company, by
Ride the Ducks International, LLC, a Missouri
limited liability company, its sole member

By: 
Kenneth E. Jeffries, Secretary


RIDE THE DUCKS OF PHILADELPHIA, LLC,
a Missouri limited liability company, by
Ride the Ducks International, LLC, a Missouri
limited liability company, its sole member

By: 
Kenneth E. Jeffries, Secretary

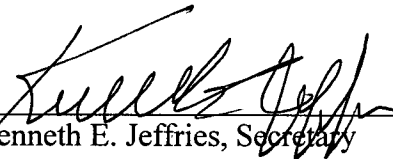
OZARK SCENIC TOURS, LLC,
a Missouri limited liability company, by
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By: 
Kenneth E. Jeffries, Secretary

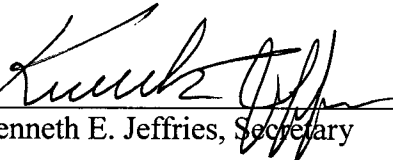
AMPHIBIOUS VEHICLE MANUFACTURING,
LLC, a Missouri limited liability company, by
Ride the Ducks International, LLC, a Missouri
limited liability company, its sole member

By: 
Kenneth E. Jeffries, Secretary

DUCK DEVELOPMENT, LLC, a Missouri limited liability company, by Ride the Ducks International, LLC, a Missouri limited liability company, its sole member

By: 
Kenneth E. Jeffries, Secretary

RIDE THE DUCKS INTERNATIONAL, LLC,
a Missouri limited liability company

By: 
Kenneth E. Jeffries, Secretary

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF MERGER MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

AMPHIBIOUS VEHICLE MANUFACTURING, LLC -- LC0057550

DUCK DEVELOPMENT, LLC -- LC0057547

OZARKS SCENIC TOURS, LLC -- LC0057549

RIDE THE DUCKS OF BALTIMORE, LLC -- LC0052913

RIDE THE DUCKS OF BRANSON, LLC -- LC0057548

RIDE THE DUCKS OF MEMPHIS, LLC -- LC0584596

RIDE THE DUCKS OF PHILADELPHIA, LLC -- LC0070187

RIDE THE DUCKS OF SAN DIEGO, LLC -- LC0051941

INTO:

RIDE THE DUCKS INTERNATIONAL, LLC -- LC0057450

Organized and existing under laws of Missouri have been received, found to conform to law, and filed.

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

RIDE THE DUCKS INTERNATIONAL, LLC -- LC0057450

as the surviving entity.

IN TESTIMONY WHEREOF, I have set
my hand and imprinted the GREAT SEAL
of the State of Missouri, on this, the 27th day of
October, 2005.

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State

