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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		108/08/2005	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

TRADEMARK REEL: 003229 FRAME: 0439

900040048

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

source=Merger of Ozarks Scenic Tours et al into Ride the Ducks International, LLC#page1.tif source=Merger of Ozarks Scenic Tours et al into Ride the Ducks International, LLC#page2.tif source=Merger of Ozarks Scenic Tours et al into Ride the Ducks International, LLC#page3.tif source=Merger of Ozarks Scenic Tours et al into Ride the Ducks International, LLC#page4.tif source=Merger of Ozarks Scenic Tours et al into Ride the Ducks International, LLC#page5.tif source=Merger of Ozarks Scenic Tours et al into Ride the Ducks International, LLC#page6.tif source=Merger of Ozarks Scenic Tours et al into Ride the Ducks International, LLC#page7.tif source=Merger of Ozarks Scenic Tours et al into Ride the Ducks International, LLC#page8.tif source=Merger of Ozarks Scenic Tours et al into Ride the Ducks International, LLC#page10.tif source=Merger of Ozarks Scenic Tours et al into Ride the Ducks International, LLC#page11.tif source=Merger of Ozarks Scenic Tours et al into Ride the Ducks International, LLC#page11.tif source=Merger of Ozarks Scenic Tours et al into Ride the Ducks International, LLC#page13.tif source=Merger of Ozarks Scenic Tours et al into Ride the Ducks International, LLC#page13.tif source=Merger of Ozarks Scenic Tours et al into Ride the Ducks International, LLC#page13.tif source=Merger of Ozarks Scenic Tours et al into Ride the Ducks International, LLC#page14.tif source=Merger of Ozarks Scenic Tours et al into Ride the Ducks International, LLC#page15.tif

File Number: 200530512927 LC0057450 Date Filed: 10/27/2005 Robin Carnahan Secretary of State

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 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 \$\forall \,, 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.

State of Missouri Merger - Other 14 Page(s)

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.

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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

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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, Secr

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

Bv:

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

Rv

Kenneth E. Jeffries, Secretary

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OZARK SCENIC TOURS, LLC,

a Missouri limited liability company

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

y: Sell Z Ty

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

Rv.

Kenneth E. Jeffries, Secretary

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

Bv:

- 4 -

Kenneth E. Jeffries, Secretary

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Ducks of Branson, LLC, a Missouri li instrument to be the free act and deed of said	nereunto set my hand and affixed my official seal in
	Notary Public
My Commission Expires:	The state of the s
personally known, who being by me duly	SS. 5 before me appeared Kenneth E. Jeffries, to me sworn did say that he is the Secretary of Ride the limited liability company, and acknowledged said d corporation.
IN WITNESS WHEREOF, I have he the County and State aforesaid, the day and	nereunto set my hand and affixed my official seal in year first above written.
My Commission Expires:	Notary Public Notary Public

STATE OF MISSOURI)	
COLDITY OF T) SS.	
COUNTY OF Tomory)	
On this day of Auguments of Memphis, LLC, a Missinstrument to be the free act and decimal of the structure o	me duly sworn did say that h ssouri limited liability comp	ed Kenneth E. Jeffries, to me are is the Secretary of Ride the bany, and acknowledged said
IN WITNESS WHEREOF, the County and State aforesaid, the		and affixed my official seal in n.
	Notary Public	Journagan
My Commission Expires:		
12-11-05		
STATE OF MISSOURI COUNTY OF Toway On this 8th day of August)) SS.)	The state of the s
On this day of Auguments of Baltimore, LLC, a Ministrument to be the free act and decomposition.	me duly sworn did say that h issouri limited liability comp	ie is the Secretary of Ride the
IN WITNESS WHEREOF, the County and State aforesaid, the	· · · · · · · · · · · · · · · · · · ·	and affixed my official seal in n.
	Notary Public	Jouragan
My Commission Expires:		
12.11.05	_	Manufacture of the second of t

STATE OF MISSOURI)	S.
COUNTY OF Toursey	
On this day of August, 2005 personally known, who being by me duly sy	before me appeared Kenneth E. Jeffries, to me worn did say that he is the Secretary of Ride the mited liability company, and acknowledged said corporation.
IN WITNESS WHEREOF, I have her the County and State aforesaid, the day and ye	reunto set my hand and affixed my official seal in ear first above written.
$\overline{\mathbf{N}}$	Joyce John nageln Notary Public
My Commission Expires:	
12-11-05	
STATE OF MISSOURI)	SS.
county of Toway)	
personally known, who being by me duly sy	before me appeared Kenneth E. Jeffries, to me worn did say that he is the Secretary of Ride the mited liability company, and acknowledged said corporation.
IN WITNESS WHEREOF, I have her the County and State aforesaid, the day and ye	reunto set my hand and affixed my official seal in ear first above written.
<u>1</u>	Joyce Journayan Notary Public
My Commission Expires:	
12.11.05	

-7-

STATE OF MISSOURI)	SS.	
COUNTY OF Taroy		
On this A day of August, personally known, who being by me dul Tours, LLC, a Missouri limited liability free act and deed of said corporation.	2005 before me appeared Kenneth ly sworn did say that he is the Secret y company, and acknowledged said	ary of Ozark Scenic
IN WITNESS WHEREOF, I hat the County and State aforesaid, the day a	ave hereunto set my hand and affixed and year first above written.	d my official seal in
	Notary Public Yolu	ncigein
My Commission Expires:		The state of the s
12-11-05		A Constitution of the Cons
STATE OF MISSOURI)		Marine Commence of the Commenc
COUNTY OF Cavery On this Endow of August	SS.	
On this day of August, personally known, who being by me du Vehicle Manufacturing, LLC, a Misso instrument to be the free act and deed of	aly sworn did say that he is the Secretary ouri limited liability company, and	etary of Amphibious
IN WITNESS WHEREOF, I hat the County and State aforesaid, the day a	ave hereunto set my hand and affixed and year first above written.	d my official seal in
	Notary Public	rayan
My Commission Expires:		S. A. S. Silver
12.11-05		POZASE PO
		The state of the s

COUNTY OF Turoy	SS.	
On this 2 day of August, 20 personally known, who being by me du Development, LLC, a Missouri limited lia be the free act and deed of said corporation	ability company, and	that he is the secretary of Duck
IN WITNESS WHEREOF, I have the County and State aforesaid, the day and		
	Notary Public	Dunagein
My Commission Expires:		
12.11-05		To be seed of the
STATE OF MISSOURI COUNTY OF Toward)	SS.	
On this day of August, 200 personally known, who being by me duly Ducks International, LLC, a Missouri instrument to be the free act and deed of sa	y sworn did say tha limited liability co	at he is the Secretary of Ride the
IN WITNESS WHEREOF, I have the County and State aforesaid, the day and		
	Notary Public	- Journagan
My Commission Expires:		To the state of th

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT ("Agreement"), made and entered into the this \(\) 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

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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.

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- 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: Yell Yell Kenneth E. Jeffries, Segretary

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

Kenneth E. Jeffries Sepretary

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

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: X

Kenneth E. Jeffries, Ş

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

Bv

Kenneth E. Jeffries/Secretar

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, Se

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

By:

Kenneth E. Jeffries, Sec

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 DEVLOPMENT, 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 -- LC0584590
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 aforenamed entities is effected, with

RIDE THE DUCKS INTERNATIONAL, LLC -- LC0057450

as the surviving entity.

RECORDED: 01/18/2006

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.

Secretary of State

Ilin Camelan

