

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	conversion of corporation to limited liability company and name change		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
American Marine Holdings, Inc.		04/12/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	American Marine Holdings, LLC
Street Address:	7110 21st Street East
City:	Sarasota
State/Country:	FLORIDA
Postal Code:	34243
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Serial Number:	75734320	DAYTONA
Registration Number:	0828133	DONZI
Registration Number:	1529822	DONZI
Registration Number:	1404141	DONZI DUDZ
Registration Number:	0825217	DONZI MARINE
Registration Number:	1615602	DONZI MARINE
Registration Number:	2487618	
Registration Number:	2424648	DONZI
Registration Number:	2445688	Z DONZI
Registration Number:	2440086	PRO LINE
Registration Number:	2445681	PRO-LINE
Registration Number:	1889798	PRO LINE
Registration Number:	2581281	Z
Registration Number:	2338668	Z

CH \$390.00 75734320

Registration Number: 2333269 ZF

CORRESPONDENCE DATA

Fax Number: (407)841-2343
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 4078412330
Email: adoppelt@addmg.com
Correspondent Name: Ava K. Doppelt
Address Line 1: 255 South Orange Avenue
Address Line 2: Suite 1401
Address Line 4: Orlando, FLORIDA 32801

ATTORNEY DOCKET NUMBER:	14901
NAME OF SUBMITTER:	Ava K. Doppelt
Signature:	/Ava K. Doppelt/
Date:	02/21/2006

Total Attachments: 2
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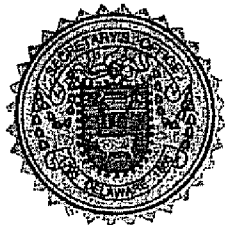
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "AMERICAN MARINE HOLDINGS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "AMERICAN MARINE HOLDINGS, INC." TO "AMERICAN MARINE HOLDINGS, LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF APRIL, A.D. 2005, AT 4:19 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2108418 8100V

050295523

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3808641

DATE: 04-13-05

TRADEMARK
REEL: 003250 FRAME: 0932

**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 266 OF THE DELAWARE GENERAL
CORPORATION LAW**

1. The name of the corporation is American Marine Holdings, Inc. The name under which the corporation was originally incorporated is Pro-Line Boats, Inc.

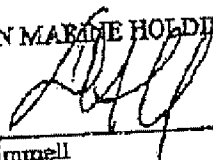
2. The date on which the original Certificate of Incorporation was filed with the Secretary of State is November 21, 1986.

3. The name of the limited liability company into which the corporation is herein being converted is American Marine Holdings, LLC.

4. The conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, American Marine Holdings, Inc. has caused this Certificate of Conversion to be signed in its name by Lee Kimmell, its Chairman and Chief Executive Officer, this 12 day of April, 2005.

AMERICAN MARINE HOLDINGS, INC.

By: 
Lee Kimmell
Chairman and Chief Executive Officer

NYK 936171-1.054596.0010

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:19 PM 04/12/2005
FILED 04:19 PM 04/12/2005
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