

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
INTERNATIONAL PADI, INC.		09/22/2005	CORPORATION: CALIFORNIA

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	PADI AMERICAS, INC.
<b>Street Address:</b>	30151 Tomas Street
<b>City:</b>	Rancho Santa Margarita
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92688
<b>Entity Type:</b>	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 33**

Property Type	Number	Word Mark
Registration Number:	1005461	PADI
Registration Number:	1243542	PADI
Registration Number:	1595478	PADI
Registration Number:	1645599	PADI
Registration Number:	1375784	
Registration Number:	1336842	
Registration Number:	1375143	
Registration Number:	1375196	
Registration Number:	1164966	PROFESSIONAL ASSOCIATION OF DIVING INSTRUCTORS
Registration Number:	1720854	DISCOVER SCUBA
Registration Number:	1732989	DISCOVER SCUBA
Registration Number:	1988042	THE WAY THE WORLD LEARNS TO DIVE
Registration Number:	1992545	THE WAY THE WORLD LEARNS TO DIVE
Registration Number:	2272724	PADI DIVING SOCIETY

**CH \$840.00 1005461**

Registration Number:	2202584	PADI DIVING SOCIETY
Registration Number:	2236431	PADI TRAVEL NETWORK
Registration Number:	2316350	PADI TRAVEL NETWORK
Registration Number:	2497634	THE TRUSTED NAME IN DIVE TRAVEL
Registration Number:	2497635	THE TRUSTED NAME IN DIVE TRAVEL
Registration Number:	2670991	TEC REC
Registration Number:	2670992	TEC REC
Registration Number:	2668729	PADI SEAL TEAM
Registration Number:	2695113	PADI SEAL TEAM
Registration Number:	1900979	DIVE-CHEK
Registration Number:	2194577	PADI CDC CAREER DEVELOPMENT CENTER
Registration Number:	2251800	GOLD PALM RESORT
Registration Number:	2479554	BUBBLEMAKER
Registration Number:	1330869	DIVE INDUSTRY NEWS
Registration Number:	1282464	PROFESSIONAL ASSOCIATION OF DIVING INSTRUCTORS
Registration Number:	1287880	UNDERSEA JOURNAL
Registration Number:	2974287	PADI ELEARNING
Serial Number:	78741565	GO DIVE
Serial Number:	78741835	GO DIVE

**CORRESPONDENCE DATA**

Fax Number: (949)760-9502  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 949-760-0404  
Email: efilings@kmob.com  
Correspondent Name: Knobbe, Martens, Olson & Bear, LLP  
Address Line 1: 2040 Main Street, 14th Floor  
Address Line 4: Irvine, CALIFORNIA 92614

ATTORNEY DOCKET NUMBER:	PADII.000GEN
NAME OF SUBMITTER:	Diane M. Reed
Signature:	/Diane M. Reed/
Date:	04/18/2006

Total Attachments: 2  
source=PADII NAME CHANGE#page1.tif  
source=PADII NAME CHANGE#page2.tif

State of California  
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 20 2005

BRUCE McPHERSON  
Secretary of State

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

OCT 17 2005

**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
INTERNATIONAL PADI, INC.,  
A CALIFORNIA CORPORATION**

The undersigned, Thomas Richardson and Gary Prenovost, hereby certify as follows:

1. They are the duly elected and acting President and Secretary of International PADI, Inc., a California corporation (the "Corporation").

2. Article One of the Articles of Incorporation of the Corporation is amended to read as follows:

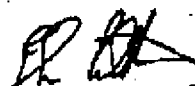
"The name of the Corporation is: PADI Americas, Inc."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of the sole shareholder of the Corporation in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is 1,900. The number of shares voting in favor of the amendment of the Articles of Incorporation equaled or exceeded the vote required. The percentage vote required was more than 50%.

Thomas Richardson and Gary Prenovost declare under penalty of perjury under the laws of the State of California that they have read the foregoing certificate and know the contents thereof and that the same is true and correct of their own knowledge.

Dated: September 22, 2005.



Thomas Richardson, President



Gary Prenovost, Secretary



DOCSOC/1131735v1/013142-0000