

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/08/2004		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cruises Only, LLC		12/22/2004	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	National Leisure Group, Inc.		
Street Address:	100 Sylvan Road		
Internal Address:	Suite 600		
City:	Woburn		
State/Country:	MASSACHUSETTS		
Postal Code:	01801		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2829624	CRUISES ONLY	
CORRESPONDENCE DATA			
Fax Number:	(212)768-6800		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	212-768-6700		
Email:	trademarks@sonnenschein.com		
Correspondent Name:	Martin P. Michael - Sonnenschein et al		
Address Line 1:	Wacker Drive Station - Sears Tower		
Address Line 2:	P. O. Box 061080		
Address Line 4:	Chicago, ILLINOIS 60606-1080		
ATTORNEY DOCKET NUMBER:	20057610-0014-CRUISES		
NAME OF SUBMITTER:	Martin P. Michael		

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Signature:	/Martin P. Michael/
Date:	10/11/2006
Total Attachments: 3 source=cruisesonly#page1.tif source=cruisesonly#page2.tif source=cruisesonly#page3.tif	

CERTIFICATE OF MERGER

of

**CRUISES ONLY, LLC,
a Delaware limited liability company**

with and into

**NATIONAL LEISURE GROUP, INC.,
a Delaware corporation**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law (the "DGCL") and Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "LLC Act"), National Leisure Group, Inc., a Delaware corporation (the "Surviving Corporation"), hereby certifies to the following information regarding the merger of Cruises Only, LLC, a Delaware limited liability company (the "Merging LLC"), into the Surviving Corporation (the "Merger"):

FIRST: The names and states of incorporation or formation, as applicable, of the Surviving Corporation and the Merging LLC, which are the constituent entities in the Merger (the "Constituent Entities"), are as follows:

<u>Name</u>	<u>State</u>
National Leisure Group, Inc.	Delaware
Cruises Only, LLC	Delaware

SECOND: The Agreement and Plan of Merger dated as of December 22, 2004 (the "Merger Agreement") between the Surviving Corporation and the Merging LLC, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with Title 8, Section 264(c) and Section 103 of the DGCL and Title 6, Section 18-209 of the LLC Act.

THIRD: The name of the corporation surviving the Merger is "National Leisure Group, Inc.", a Delaware corporation.

FOURTH: The Certificate of Incorporation of the Surviving Corporation in effect immediately before the effectiveness of the Merger shall be the Certificate of Incorporation of the Surviving Corporation until further amended in accordance with the DGCL.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is: 100 Sylvan Road, Suite 600, Woburn, MA 01801.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder or member, as applicable, of the Constituent Entities.

SEVENTH: The Merger and this Certificate of Merger shall be effective at 3:00 p.m. E.S.T. on December 25, 2004, in accordance with the DGCL and the LLC Act.

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IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by the undersigned this 22 day of December, 2004.

NATIONAL LEISURE GROUP, INC.

By: /s/ STEPHEN SPOHN
Stephen Spohn
Treasurer