

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | CHANGE OF NAME |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------------|----------|----------------|---------------------|
| Oceania Cruise Holdings, Inc. | | 11/21/2007 | CORPORATION: PANAMA |

RECEIVING PARTY DATA

| | |
|-------------------|--------------------------------|
| Name: | Prestige Cruise Holdings, Inc. |
| Street Address: | 8300 N.W. 33rd Street |
| Internal Address: | Suite 308 |
| City: | Miami |
| State/Country: | FLORIDA |
| Postal Code: | 33122 |
| Entity Type: | CORPORATION: PANAMA |

PROPERTY NUMBERS Total: 5

| Property Type | Number | Word Mark |
|----------------|----------|-----------------------|
| Serial Number: | 76505408 | O |
| Serial Number: | 76505407 | OCEANIA CRUISES |
| Serial Number: | 76462306 | REGATTA |
| Serial Number: | 76462304 | YOUR WORLD. YOUR WAY. |
| Serial Number: | 76462303 | INSIGNIA |

CORRESPONDENCE DATA

Fax Number: (202)393-5350
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-638-6666
 Email: trademark@jhip.com,lweiss@jhip.com
 Correspondent Name: Leesa N. Weiss
 Address Line 1: 400 7th St., N.W.
 Address Line 2: 6th Floor
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

900143702

**TRADEMARK
 REEL: 004065 FRAME: 0498**

OP \$140.00 76505408

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| ATTORNEY DOCKET NUMBER: | G12935 |
| NAME OF SUBMITTER: | Leesa N. Weiss |
| Signature: | /Leesa N. Weiss/ |
| Date: | 09/22/2009 |
| Total Attachments: 2 source=G-12935 Name change to Articles#page1.tif source=G-12935 Name change to Articles#page2.tif | |

**CERTIFICATE OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF OCEANIA CRUISE HOLDINGS, INC.**

We the undersigned, Robert Binder and Luis San Miguel, President and Secretary, respectively, of OCEANIA CRUISE HOLDINGS, INC., a corporation organized and existing in accordance with the laws of the Republic of Panama (the "Corporation"), do hereby declare the following:

1. That the Corporation is a corporation duly organized and in existence pursuant to Law 32 of 1927 of the Republic of Panama, and whose Articles of Incorporation are evidenced by (i) Public Instrument Number 5165, executed before Notary Public Third of the Circuit of Panama on June 12, 2002 and registered at the Public Registry at Microjacket 418646, Document 358894 as of June 17, 2002, (ii) Public Instrument Number 16902 executed before Notary Public Third of the Circuit of Panama on December 23, 2002 and registered at the Public Registry at Microjacket 418646, Document 422072 as of December 31, 2002, (iii) Public Instrument Number 1370 executed before Notary Public Third of the Circuit of Panama on February 2, 2003 and registered at the Public Registry at Microjacket 418646, Document 440544 as of February 25, 2003; (iv) Public Instrument Number 3447, executed before Notary Public Third of the Circuit of Panama on April 22, 2005 and registered at the Public Registry at Microjacket 418646, Document 772135 as of May 4, 2005; and (v) Public Instrument No. 10,379 executed before Notary Public One of the Circuit of Panama on April 27, 2007 and registered at the Public Registry at Microjacket 418646, Document 1124119, as of April 27, 2007.

2. That a majority of the holders of the shares of the capital stock of the Corporation issued and outstanding with the right to vote have approved by written consent that Article 1.1 of the Articles of Incorporation of the Corporation be amended in the manner provided herein and have empowered the President and the Secretary of said corporation to execute such amendment to the Articles of Incorporation.

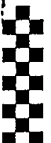
In view of the foregoing, Article 1.1. of the Articles of Incorporation of OCEANIA CRUISE HOLDINGS, INC. shall be, and is hereby, amended to read as follows:

"1.1 The name of this corporation (hereinafter called the "Corporation") is **PRESTIGE CRUISE HOLDINGS, INC.**"

Signed at Miami, Florida, on the 21st day of the month of November, 2007.


Robert Binder
President


Luis San Miguel
Chief Financial Officer and Secretary

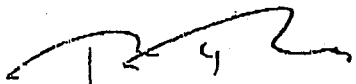


CERTIFICATION


OCEANIA CRUISE HOLDINGS, INC.

We, the undersigned, Robert Binder and Luis San Miguel, President and Secretary, respectively, of OCEANIA CRUISE HOLDINGS, INC. hereby certify that we have been duly authorized to execute the foregoing Certificate of Amendment of the Articles of OCEANIA CRUISE HOLDINGS, INC. by written consent of the holders of a majority of the issued and outstanding shares with the right to vote dated as of November 21, 2007; and we further certify that ARIAS, FABREGA & FABREGA have been authorized and directed by the shareholders of the Corporation to have a copy of this Certificate of Amendment protocolized by a Notary Public and to take all actions necessary in order to record at the Office of the Public Registry of Panama a copy of the Public Instrument that protocolizes this Certificate of Amendment.

Signed at Miami, Florida, on the 21st day of the month of November, 2007.



Robert Binder
President and Chief Executive Officer



Luis San Miguel
Chief Financial Officer and Secretary