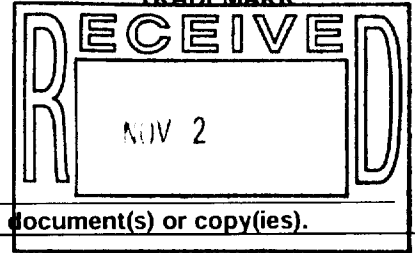


11-05-1998



11/2/98

100871931

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

**Conveyance Type**

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

**Conveying Party**

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

**Receiving Party**

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership

- Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

11/04/1998 SBURNS 00000165 1604990

FOR OFFICE USE ONLY

01 FC:481 40.00 OP  
02 FC:482 75.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**TRADEMARK**  
REEL: 1808 FRAME: 0763

**Domestic Representative Name and Address** Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address** Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached  
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,604,990	1,605,974	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,604,991	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	1,604,992	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)  
Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Anthony H. Kaufman  October 28, 1998

Name of Person Signing Signature Date Signed

ARTICLES OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
PRINCESS CRUISES, INC.  
UNDER SECTION 9.5 OF THE BUSINESS CORPORATION ACT

We, the undersigned, being the President and Secretary of  
PRINCESS CRUISES, INC.

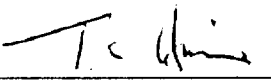
a corporation incorporated under the laws of the Republic of  
Liberia, for the purpose of amending the Certificate of  
Incorporation of said corporation hereby certify:

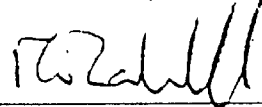
1. The name of the corporation is PRINCESS CRUISES, INC.
2. The date of issuing of the Certificate of Incorporation in the Office of the Minister of Foreign Affairs, R.L. was the 16th day of October 1970 and the date of probation and registration was the 23rd day of October 1970.
3. The corporation subjected itself to the provisions of the Business Corporation Act by Articles of Amendment of Certificate of Incorporation filed in accordance with Section 1.3 on December 27, 1983.
4. Section A. of the Certificate of Incorporation is hereby amended as follows:

The name of the corporation shall be:  
PRINCESS CRUISES LIBERIA, INC.

5. The amendment to the Certificate of Incorporation was authorized by Written Consent in Lieu of Special Joint Meeting of the Board of Directors and Sole Stockholder dated as of August 14, 1989 duly filed with the Minutes of proceedings of the Board.

IN WITNESS WHEREOF the undersigned have executed these  
Articles of Amendment this 22nd day of August, 1989.

  
\_\_\_\_\_  
Tim C. Harris, President

  
\_\_\_\_\_  
Peter G. Ratcliffe, Secretary

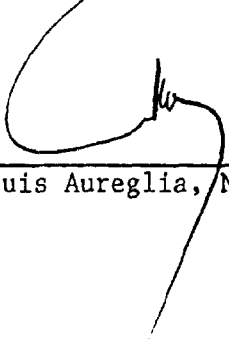
\$1.00 REVENUE STAMPS ON ORIGINAL

CC0107Q:042689:1


TRADEMARK  
REEL: 1808 FRAME: 0765

CITY OF MONACO )  
 ) ss  
PRINCIPALITY OF MONACO)

On this 22nd day of August, 1989, before me personally came Tim C. Harris and Peter G. Ratcliffe known to me to be the individuals described in and who executed the foregoing instrument and they severally duly acknowledged to me that the execution thereof was the act and deed of PRINCESS CRUISES, INC.

  
Paul-Louis Aureglia, Notary

P.L. AUREGLIA NOTAIRE MONACO
------------------------------------

 CONSUL GENERAL MONACO LIBERIA
is that of <i>P.L. Aureglia</i>
I hereby certify that the above signature
authorized to sign such documents.
<i>[Signature]</i>
8/22/89
RICHELM
VICE CONSUL

Paul-Louis Aureglia, Notary

P.L. AUREGLIA NOTAIRE MONACO
------------------------------------

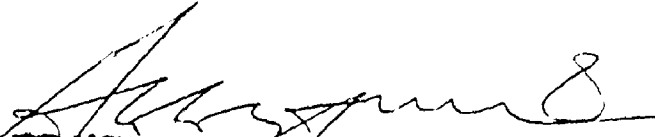
ARTICLES OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
PRINCESS CRUISES, INC.

REPUBLIC OF LIBERIA  
**MINISTRY OF FOREIGN AFFAIRS**

DUPLICATE COPY

The Original Copy of this Document was filed in  
accordance with Section 1.4 of the Business  
Corporation Act on

SEP 1 1984

  
DEPUTY MINISTER

