

11-10-1998



11/5/98

100874527
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

Merger
Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

11/10/1998 DNGUYEN 00000011 1604990

FOR OFFICE USE ONLY

01 FC:481 40.00 00
02 FC:482 75.00 00

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: 1811 FRAME: 0073

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"/>	<input type="text" value="1,604,990"/>	<input type="text" value="1,605,974"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,604,991"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="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

November 2, 1998

Name of Person Signing

Signature

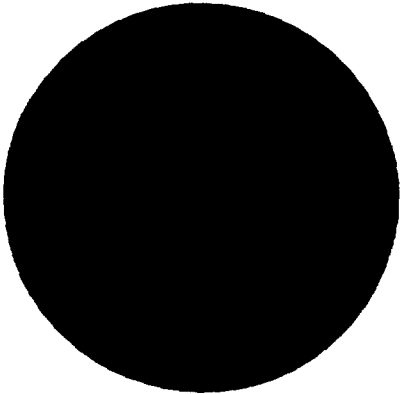
Date Signed

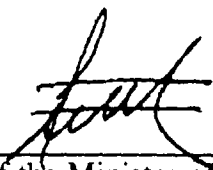
THE REPUBLIC OF LIBERIA
MINISTRY OF FOREIGN AFFAIRS

R-38928

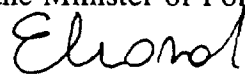
RE: **PRINCESS CRUISES LIBERIA, INC.**
FILED: **November 21, 1997**

THIS IS TO CERTIFY that the within document is a true and correct copy of the ARTICLES OF MERGER of the above-named corporation, duly filed with the Ministry of Foreign Affairs effective on the date indicated above pursuant to the Business Corporation Act of 1977 or the Liberian Corporation Law of 1948.





By Order of the Minister of Foreign Affairs



By Order of The International Trust Company of Liberia
Deputy Registrar of Corporations
Authorized Signature

ISSUED: **March 2, 1998**

MI:AS

TRADEMARK
REEL: 1811 FRAME: 0075

ARTICLES OF MERGER OF

Princess Cruise Lines, Inc., a Liberian corporation
("Princess Cruise Lines") (Surviving Corporation) and
Princess Cruises Liberia, Inc., a Liberian corporation
("Princess Cruises Liberia") (Corporation Being Merged)
UNDER SECTION 10.2 OF THE BUSINESS CORPORATION ACT

The undersigned being the President and Secretary of Princess Cruise Lines, the surviving corporation, and the President and Secretary of Princess Cruises Liberia, the corporation being merged, for the purpose of merging the aforesaid corporations hereby certify:

1. The plan of merger pursuant to which these Articles are being filed is as follows: At the Effective Time, Princess Cruises Liberia shall be merged with and into Princess Cruise Lines (the "Merger") in accordance with the provisions of the Liberian Business Corporations Act ("LBCA") and the separate corporate existence of Princess Cruises Liberia shall cease, Princess Cruise Lines shall continue as the surviving corporation, the Articles of Incorporation and by-laws of Princess Cruise Lines shall be the Articles of Incorporation and by-laws of the surviving corporation, the directors and officers of Princess Cruise Lines shall be the directors and officers of the surviving corporation, and each of the issued and outstanding shares of common stock, no par value, of Princess Cruises Liberia shall be converted into 0.43181818 common share, no par value, of the surviving corporation. The Effective Time of the merger shall be 12:01 a.m. Eastern Standard Time on November 22, 1997. The Merger shall have the effect set forth in Section 10.4 of the LBCA.

2. The Articles of Incorporation of Princess Cruise Lines, the surviving corporation, were filed with the Minister of Foreign Affairs as of the 16th day of September, 1964.

3. The Articles of Incorporation of Princess Cruises Liberia, the corporation being merged, were filed with the Minister of Foreign Affairs as of the 16th day of October, 1970.

4. The Merger set forth above was authorized by at least a majority of the Board of Directors and by the holders of a majority of the outstanding shares entitled to vote thereon of each constituent corporation, respectively, in compliance with the applicable provisions of the LBCA.

IN WITNESS WHEREOF the undersigned have executed these Articles of Merger this 19th day of November, 1997.

PRINCESS CRUISE LINES
(surviving corporation)

By: *Peter G. Ratcliffe*
Peter G. Ratcliffe
Its: President

By: *Anthony H. Kaufman*
Anthony H. Kaufman
Its: Secretary

PRINCESS CRUISES LIBERIA
(corporation being merged)

By: *Peter G. Ratcliffe*
Peter G. Ratcliffe
Its: President

By: *Anthony H. Kaufman*
Anthony H. Kaufman
Its: Secretary

SEE ORIGINAL FILE ON ORIGINAL

State of California

SECRETARY OF STATE APOSTILLE

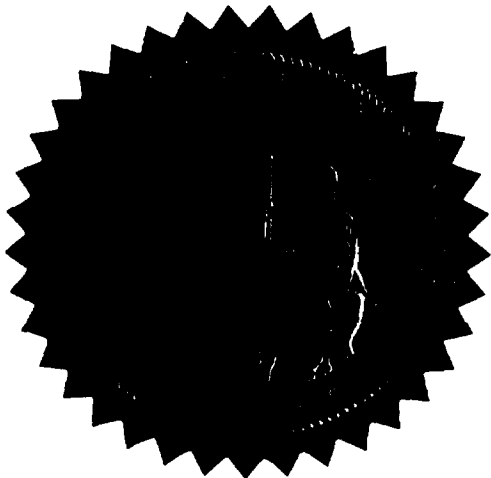
(Convention de La Haye du 5 octobre 1961)

1. Country: *United States of America*
This public document
2. has been signed by G. PADRON
3. acting in
the capacity of DEPUTY COUNTY CLERK
4. bears the seal/stamp of COUNTY OF LOS ANGELES, STATE OF CALIFORNIA

CERTIFIED

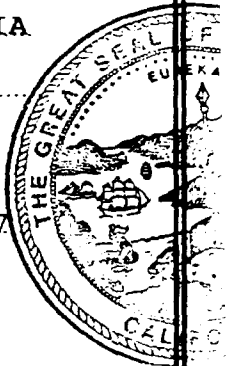
5. At *Los Angeles, California*
6. the 20th day of NOVEMBER, 1997
7. by *Deputy Secretary of State, State of California*
8. No. LA34577
9. Seal/Stamp

10. Signature:



Bill Jones
BILL JONES
Secretary of State

by Homer O. Santos
HOMER O. SANTOS, Deputy



UNIA ALL-PURPOSE ACKNOWLEDGMENT

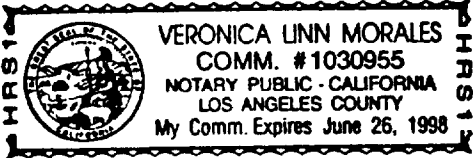
State of California

County of Los Angeles

On November 19, 1997 before me, Veronica Linn Morales, Notary Public

personally appeared Peter G. Ratcliffe

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Veronica Linn Morales
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

Signer's Name: _____

Individual

Individual

Corporate Officer

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

CONNIE B. McCORMACK, Registrar-Recorder/County Clerk of the County of Los Angeles, State of California, being a public entity having by law a Seal.

do hereby certify that Veronica Linn Morales
whose name is subscribed to the annexed DOCUMENT

was at the time of signing the same a NOTARY PUBLIC
duly qualified and authorized by law to execute said instrument, and full faith and credit are due to all of said OFFICER's official acts as such. And I do further certify, that I am well acquainted with the handwriting of said OFFICER, and believe that the signature to the said instrument is genuine

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the County Clerk of said County of Los Angeles at my office in said County

this _____ day of _____, NOV 20 1997, 19____

CONNIE B. McCORMACK, Registrar-Recorder/County Clerk

By Gell Padron
G. PADRON Deputy

TRADEMARK
REEL: 1811 FRAME: 0078

UNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

On November 19, 1997 before me, Veronica Linn Morales, Notary Public

personally appeared Anthony H. Kaufman

personally known to me – OR – proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Veronica Linn Morales
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

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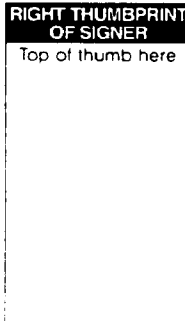
Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

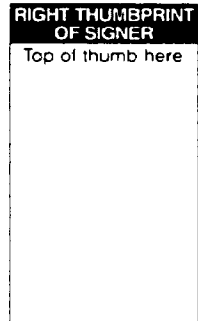
- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing:

Signer's Name: _____

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing:

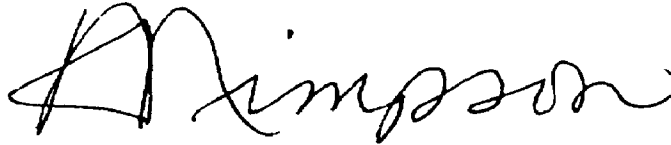
THE INTERNATIONAL TRUST COMPANY OF LIBERIA

The International Trust Company of Liberia, as
Registered Agent for:

PRINCESS CRUISES LIBERIA, INC.

hereby resigns its appointment, said resignation to
become effective thirty (30) days after the date on which
the attached Articles of Merger are filed with the
Minister of Foreign Affairs, R.L., pursuant to the
relevant provisions of the Business Corporation Act.

THE INTERNATIONAL TRUST COMPANY OF LIBERIA



BY: _____

AUTHORIZED SIGNATURE

Dated: November 21, 1997

**ARTICLES OF MERGER
OF**

PRINCESS CRUISES LIBERIA, INC.
(A Non-Resident Domestic Corporation)

REPUBLIC OF LIBERIA

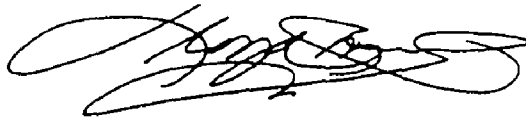
MINISTRY OF FOREIGN AFFAIRS

DUPLICATE COPY

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

November 21, 1997

Date



By Order of the Minister of Foreign Affairs



The International Trust Company of Liberia
Deputy Registrar of Corporations
Authorized Signature