

10-26-1999

Client Code: TRAVL1.001T/002T



EET

101181459

TO THE ASSISTANT COMMISSIONER OF PATENTS AND TRADEMARKS. Please record the attached original documents or copy thereof.

1 Name of conveying party(ies): (If multiple assignors, list numerically)

The Anthony Dean Corporation

10/26-99

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State of California
- Other:

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):

Name: CruiseMasters, Inc.
Street Address: 300 Corporate Pointe, Suite 100
City: Culver City **State:** CA **ZIP:** 90230

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State of California
- Other:

Additional name(s) and address(es) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: August 02, 1999

4. Application number(s) or registration number(s):

- a. Trademark Application No(s):
- b. Trademark Registration No(s):
1,831,594 and 1,831,595

Additional numbers attached? Yes No

5 Name and address of party to whom correspondence concerning document should be mailed:

Name: Lori Lee Yamato
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach **State:** CA **ZIP:** 92660
Attorney's Docket No.: TRAVL1 001T & 002T

7. Total fee (37 CFR 3.41): \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 2

9. 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.

Lori Lee Yamato
Name of Person Signing

[Signature]
Signature

October 19, 1999
Date

Total number of pages including cover sheet, attachments and document: 3

Mail documents to be recorded with required cover sheet information to:

10/26/1999 MTHAI1 00000057 1831594

01 FC:481 40.00 OP
02 FC:482 25.00 OP

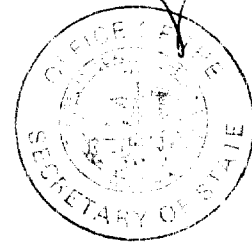
II:\DOCS\LLY\LLY-1896.DOC
100699

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 001979 FRAME: 0609



State of California



SECRETARY OF STATE

I, *BILL JONES*, 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

AUG 12 1999



Secretary of State



CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
The Anthony Dean Corporation
(a California corporation)

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

AUG - 3 1999


BILL JONES, Secretary of State

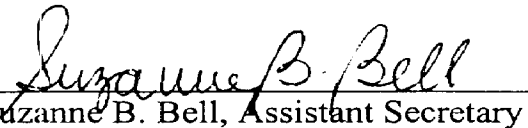
The undersigned certify that:

1. They are the Vice-President and Assistant Secretary, respectively, of The Anthony Dean Corporation, a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:
 - I. Name: The name of the corporation is: CruiseMasters, Inc.
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 25. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 8/02/99


Jill M. Vales, Vice President


Suzanne B. Bell, Assistant Secretary

