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06-20-2001

Form PTO-1594
(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

101754866

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

PRINCESS CRUISES, INC.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other _____

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

2. Name and address of receiving party(ies)

Name: PRINCESS U.S. HOLDINGS, INC.

Internal Address: c/o Princess Cruises

Street Address: 24305 Town Center Drive

City: Santa Clarita State: CA Zip: 91355

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State California
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: January 9, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED LIST OF 31 REGISTRATION NUMBERS

Additional number(s) attached Yes No

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

Name: Ms. Roni Morales/Legal Dept.

Internal Address: c/o Princess Cruises

Street Address: 24305 Town Center Drive

Santa
City: Clarita State: CA Zip: 91355

6. Total number of applications and registrations involved:

31

7. Total fee (37 CFR 3.41).....\$ 790.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Mona Ehrenreich, Secretary
Name of Person Signing

Mona Ehrenreich
Signature

June 12, 2001
Date

Total number of pages including cover sheet, attachments, and document: 3 plus check for fees

06/19/2001 TDIAZI 0000055 2348183

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:481 40.00 OP
02 FC:482 750.00 OP

TRADEMARK REGISTRATION NUMBERS

Continuation of Item 4 of Recordation Form Cover Sheet

Nature of Conveyance: Change of Name

2348183
2096047
1861235
1860023
1849617
1845711
1822108
2186199
2052016
2005143
1886855
1882527
1880164
1752916
1771894
1754254
1755760
1678022
1747916
1677901
1677900
1696520
1655854
1654535
1689325
1704371
1651216
1520195
1503321
1277399
1234917

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

JAN - 9 2001

BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
PRINCESS CRUISES, INC.
a California corporation

Colin D. Rumble and Mona Ehrenreich certify that:


1. They are the Senior Vice President and Assistant Secretary, respectively, of Princess Cruises, Inc., a California corporation.
2. Article 1 of the articles of incorporation of this corporation is amended to read in its entirety as follows:

“The name of this corporation is Princess U.S. Holdings, Inc.”

3. The foregoing amendment of the articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of the articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 7,630. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

The undersigned 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: January 9 , 2001


Colin D. Rumble, Senior Vice President


Mona Ehrenreich, Assistant Secretary

