

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): TAKEMEONVACATION, LLC. Includes checkboxes for Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, and Other.

2. Name and address of receiving party(ies): Name: Bluegreen Corporation, Address: Suite 100, Street Address: 4960 Conference Way North, City: Boca Raton, State: FL, Zip: 33431. Includes checkboxes for citizenship and partnership types.

3. Nature of conveyance: Includes checkboxes for Assignment, Merger, Security Agreement, Change of Name, and Other (Nunc Pro Tun Assignment). Execution Date: 04-30-2004.

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/444,570. Includes checkbox for additional numbers attached.

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Helen Hill Minsker, Address: Banner & Witcoff, Ltd., 1001 G Street, NW, Washington, DC, Zip: 20001.

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00. Includes checkboxes for Enclosed and Authorized to be charged to deposit account.

8. Deposit account number: 19-0733

DO NOT USE THIS SPACE

9. Signature: Helen Hill Minsker, Signature, Date: 5/11/04. Includes a box with the number 2.

Total number of pages including cover sheet, attachments, and document: 2. Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments, Washington, D.C. 20231

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TRADEMARK ASSIGNMENT NUNC PRO TUNC

WHEREAS, TAKEMEONVACATION, LLC, a Florida corporation with its principal place of business at 2900 Gateway Dr., Pompano Beach, Florida 33069-4325 (hereinafter "ASSIGNOR"), has adopted and used, and is the owner of the mark PICK YOUR PARADISE (the "Mark") and U.S. Application Serial No. 76/444,570 for the Mark; and

WHEREAS, Bluegreen Corporation, a Massachusetts corporation, with its principal place of business at 4960 Conference Way North, Suite 100, Boca Raton, Florida 33431 (hereinafter "ASSIGNEE") entered into an Asset Purchase Agreement on September 30, 2002, whereby ASSIGNEE purchased from ASSIGNOR certain assets of ASSIGNOR, including the aforesaid Mark, the application therefor, and the goodwill of the business associated with the Mark;

NOW THEREFORE, for the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby mutually acknowledged, ASSIGNOR hereby sells, assigns and transfers Nunc Pro Tunc to ASSIGNEE, all right, title and interest in and to the Mark PICK YOUR PARADISE, the goodwill symbolized thereby, and the pending Application No. 76/444,570 therefor.

TAKEMEONVACATION, LLC

By: 

Name: Pauline Thompson

Title: Authorized Agent

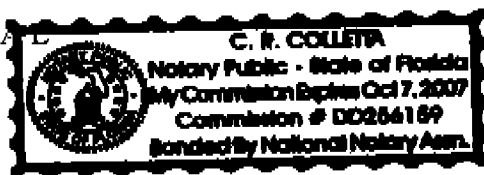
STATE OF _____

: ss:-

COUNTY OF) _____

Subscribed and sworn to before me this 30 day of April 2004.

SEAL





Notary Public

My commission expires: _____