

03-27-2006



3/27/4

RECC
TRADEMARK 103207508

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
OFF SHORE GLOBAL LICENSING CORP.

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

Citizenship (see guidelines) Panama
 Execution Date(s) May 1, 2005

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes No
 Additional names, addresses, or citizenship attached?

Name: OFFSHORE OF CALIFORNIA, INC.
 Internal Address: Suite 5G
 Street Address: 209 East 56th Street
 City: New York
 State: New York
 Country: USA Zip: 10022

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship California
 Other _____ Citizenship _____

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)

OFFICE OF PUBLIC RECORDS
703 MAR 27 PM 12:33
FINANCE SECTION

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No. (s) _____
 B. Trademark Registration No. (s) 1340263

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
SUN OVER SEA (Design Mark)

5. Name & address of party to whom correspondence concerning document should be mailed:
 Name: Lawrence H. Binderow, Attorney
 Internal Address: Suite 250
 Street Address: 1330 Camino Del Mar
 City: Del Mar
 State: CA Zip: 92014
 Phone Number: (858) 259-1940
 Fax Number: (858) 259-8122
 Email Address: _____

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
 Expiration Date _____

b. Deposit Account Number _____
 Authorized User Name _____

9. Signature: Lawrence H. Binderow March 22, 2006
 Signature Date
Lawrence H. Binderow, Attorney at Law
 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 2

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

03/28/2006 DBYRME 00000167 1340263

01 FC:8521
40.00 GP

ASSIGNMENT OF REGISTERED TRADEMARK

WHEREAS, **OFF SHORE GLOBAL LICENSING CORP.**, A PANAMANIAN CORPORATION ("ASSIGNOR"), HAVING ITS PRINCIPAL OFFICES AT: BANCO EXTERIOR, PISO 20, OFICINA 1A, PANAMA, REP. OF PANAMA, HAS ADOPTED, HAS USED, IS USING AND IS THE OWNER OF THE FOLLOWING TRADEMARK NOW REGISTERED IN THE UNITED STATES PATENT AND TRADEMARK OFFICE:

| <u>TRADEMARK</u> | <u>REGISTRATION NO.</u> | <u>CLASSIFICATION</u> | <u>DATE OF REGISTRATION</u> |
|-------------------------------|-------------------------|-----------------------|-----------------------------|
| SUN OVER SEA (DESIGN MARK) | 1340263 | CLASS 09 | JUNE 11, 1985 |

WHEREAS, **OFFSHORE OF CALIFORNIA, INC.**, A CALIFORNIA CORPORATION ("ASSIGNEE"), HAVING ITS PRINCIPAL OFFICES AT: 209 EAST 56TH STREET, SUITE 5G, NEW YORK, NEW YORK 10022, IS DESIROUS OF ACQUIRING SAID REGISTERED TRADEMARK.

NOW, THEREFORE, IN CONSIDERATION OF THE SUM OF TEN DOLLARS (US\$10.00) AND OTHER GOOD AND VALUABLE CONSIDERATION, THE RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED, OFF SHORE GLOBAL LICENSING CORP. DOES HEREBY ASSIGN TO OFFSHORE OF CALIFORNIA, INC. ALL RIGHT, TITLE AND INTEREST IN THE UNITED STATES IN AND TO SAID REGISTERED TRADEMARK TOGETHER WITH THE GOODWILL OF THAT PART OF THE ASSIGNOR'S BUSINESS SYMBOLIZED BY SAID TRADEMARK AND REGISTRATION THEREOF.

OFF SHORE GLOBAL LICENSING CORP.
A PANAMANIAN CORPORATION ("ASSIGNOR")

DATE: MAY 1, 2005

By: 

YOSI SOFER B., PRESIDENT AND MANAGING DIRECTOR