

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM349667

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Redomestication of Bahamas private limited company to Panama private limited company, without change in entity

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SANDALS RESORTS INTERNATIONAL 2000 Inc.		12/29/2014	Private Limited Company: BAHAMAS

RECEIVING PARTY DATA

Name:	SANDALS RESORTS INTERNATIONAL 2000 Inc.
Street Address:	Caves Village Building 10, Office 2 West Bay Street
City:	Nassau
State/Country:	BAHAMAS
Entity Type:	Private Limited Company: PANAMA

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Registration Number:	3027277	SANDALS ULTRA ALL-INCLUSIVE
Registration Number:	2951577	BEACHES
Registration Number:	3070140	BEACHES
Registration Number:	2651105	BEACHES.COM
Serial Number:	86489080	BLAZE FIAH SCOTCH BONNET PEPPER SAUCE
Registration Number:	4388360	E B GREAT EXUMA EMERALD BAY GREAT EXUMA.
Registration Number:	2929808	FAMILYMOONS
Registration Number:	3880361	GRAND PINEAPPLE
Registration Number:	3947913	ISLAND ROUTES
Serial Number:	86489067	ISLAND ROUTES EXPRESS
Serial Number:	85812308	LIFE IS IRIE
Registration Number:	3948073	LIQUID AT BEACHES
Registration Number:	4317399	LIVELY UP
Registration Number:	4060473	LOVE NEST
Registration Number:	4295390	LOVE NEST LUXURY SUITES
Registration Number:	3372341	LUXURY INCLUDED
Registration Number:	3106108	RED LANE SPA
Registration Number:	3191204	RED LANE SPA
Registration Number:	4488674	RETIE THE KNOT

CH \$665.00 3027277

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	1614295	SANDALS
Registration Number:	2054532	SANDALS
Registration Number:	4210372	SANDALS FOUNDATION EDUCATING, BUILDING A
Registration Number:	4047770	SANDALS RESORTS
Registration Number:	4350878	SIGNATURE SPA COLLECTION
Serial Number:	86013986	WED U SANDALS
Registration Number:	1934230	WEDDINGMOON

CORRESPONDENCE DATA

Fax Number: 2128135901

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 212 813 5900

Email: assignments@fzlj.com

Correspondent Name: TAMAR NIV BESSINGER

Address Line 1: FROSS ZELNICK LEHRMAN & ZISSU, P.C.

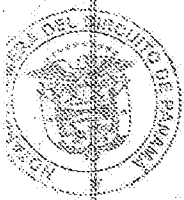
Address Line 2: 866 UNITED NATIONS PLAZA

Address Line 4: NEW YORK, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	SANR 1501854
NAME OF SUBMITTER:	Tamar Niv Bessinger
SIGNATURE:	/anca nicolescu/
DATE SIGNED:	07/29/2015

Total Attachments: 15

source=Redomestication documents (F1742829x96B9E)#page1.tif
source=Redomestication documents (F1742829x96B9E)#page2.tif
source=Redomestication documents (F1742829x96B9E)#page3.tif
source=Redomestication documents (F1742829x96B9E)#page4.tif
source=Redomestication documents (F1742829x96B9E)#page5.tif
source=Redomestication documents (F1742829x96B9E)#page6.tif
source=Redomestication documents (F1742829x96B9E)#page7.tif
source=Redomestication documents (F1742829x96B9E)#page8.tif
source=Redomestication documents (F1742829x96B9E)#page9.tif
source=Redomestication documents (F1742829x96B9E)#page10.tif
source=Redomestication documents (F1742829x96B9E)#page11.tif
source=Redomestication documents (F1742829x96B9E)#page12.tif
source=Redomestication documents (F1742829x96B9E)#page13.tif
source=Redomestication documents (F1742829x96B9E)#page14.tif
source=Redomestication documents (F1742829x96B9E)#page15.tif



PUBLIC DEED NUMBER TWENTY NINE THOUSAND SIX HUNDRED NINETY SEVEN-----

-----**29,697**-----

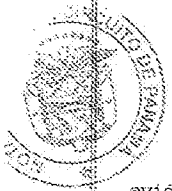
Whereby the documents regarding the continuation of the corporation SANDALS RESORTS INTERNATIONAL 2000 INC., constituted under the laws of the Commonwealth of the Bahamas, to the Republic of Panama under the name SANDALS RESORTS INTERNATIONAL 2000 INC., are protocolized.-----

----- Panama, December 29th, 2014 -----

In the City of Panama, Capital of the Republic and Seat of the^d Notarial Circuit of the same name, on the twenty-ninth (29th) day of the month of December in the year twenty fourteen (2014), before me, RAÚL IVÁN CASTILLO SANJUR, Tenth Notary Public of the Circuit of Panama, holder of personal identity certificate four - one hundred fifty seven - seven hundred twenty five (4-157-725), personally appeared Doctor ROBERTO RAMON ALEMÁN BEALY, male, of age, married, Lawyer, Panamanian, resident of this city, holder of personal identity certificate number eight - two hundred nine - one thousand one hundred ninety-two (8-209-1192), whom I know as Partner of the Law firm ICAZA, GONZALEZ-RUIZ & ALEMÁN, in his capacity as appointed Registered Agent, and presented to me for its protocolization in this Public Deed, written in English with its corresponding translation into Spanish, the following documents regarding the continuation of the corporation named SANDALS RESORTS INTERNATIONAL 2000 INC., which is constituted under the laws of the Commonwealth of the Bahamas, to the Republic of Panama under the name SANDALS RESORTS INTERNATIONAL 2000 INC.:-----

---- One (1): Evidence that the corporation is organized and in force and effect under the laws of the Commonwealth of The Bahamas issued by the First Assistant of Ministry of Foreign Affairs of the Commonwealth of The Bahamas is duly authenticated by Apostille.-----

---- Two (2): Consent Action of the Board of Directors of the Corporation



evidencing the authorization to continue the existence of the corporation under the laws of the Republic of Panama under the name SANDALS RESORTS INTERNATIONAL 2000 INC.

Three (3): Charter of Incorporation of the corporation, subscribed in accordance with the requirements prescribed by the applicable laws of the Republic of Panama, with an indication that it subrogates the continuation document or formation of the corporation SANDALS RESORTS INTERNATIONAL 2000 INC.

Said document is hereby protocolized, and copies shall be issued to the interested parties upon request.

This Deed having been read to the appearors in the presence of the instrumental witnesses, Gabriel De León Lorenzo, holder of personal identity certificate number eight - two hundred forty-three - three hundred sixty-one (8-243-361), and Tomás Villarreal, holder of personal identity certificate number four - ninety-nine - one thousand eight hundred ten (4-99-2910), both of legal age and residents of this city, whom I know and are qualified to serve, they found it correct, approved it and as evidence all sign before me, which I attest.

This Deed bears the number twenty nine thousand six hundred ninety seven - **29,697**

(Sgd.) ROBERTO R. ALEMAN H. --- Gabriel De León Lorenzo --- Tomás Villarreal --- RAÚL IVAN CASTILLO SANJÚR, Tenth Notary Public.

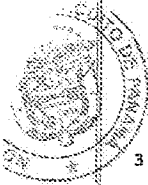
APOSTILLE

(Convention de La Hague du 5 Octobre 1961)

1. Country: COMMONWEALTH OF THE BAHAMAS

This public document

2. has been signed by DEIDRE CLARKE-MAYCOCK



3. acting in the capacity of ACTING REGISTRAR GENERAL-----

-----COMMONWEALTH OF THE BAHAMAS-----

4. bears the seal REGISTRAR GENERAL'S DEPARTMENT-----

-----NASSAU, NEW PROVIDENCE, THE BAHAMAS-----

-----CERTIFIED-----

5. at NASSAU-----6. DECEMBER 5th, 2014-----

7. by DEBORAH A. BAIN, FIRST ASSISTANT SECRETARY-----

-----MINISTRY OF FOREIGN AFFAIRS-----

8. No. 27761/2014-----

9. (ATTACHED SEAL): (Illegible)-----

-----10: Signature (Sgd.) (Illegible)-----

-----FIRST ASSISTANT SECRETARY-----

-----MINISTRY OF FOREIGN AFFAIRS-----

-----COMMONWEALTH OF THE BAHAMAS-----

THE MINISTRY OF FOREIGN AFFAIRS, CONSULAR DIVISION, ACCEPTS NO
RESPONSIBILITY FOR THE CONTENT OF THIS DOCUMENT.-----

-----COMMONWEALTH OF THE BAHAMAS-----

-----IBC 08-----

-----THE INTERNATIONAL BUSINESS COMPANIES ACT 2000-----

----- (No. 45 of 2000) -----

----- CERTIFICATE OF GOOD STANDING ----- (Section 190) -----

No. 29743 B----- SANDALS RESORTS INTERNATIONAL 2000 INC.*-----

----- I, DEIRDRE A. CLARKE-MAYCOCK, Acting Registrar General of the
Commonwealth of The Bahamas, DO HEREBY CERTIFY:-----

-----1. The above Company was duly continued under the provisions of the
International Business Companies Act 2000, (No. 45 of 2000) on the 25th day
of January 1995 as Company No. 29743 on the Register of International
Business Companies.-----

-----2. The name of the Company is still on the Register of International
Business Companies and the Company has paid all fees, license fees and



penalties due and payable under the provisions of Sections 176 and 177 of the said Act.

---3. The Company has not submitted to me Articles of Merger or Consolidation that have not yet been effective.

---4. The Company has not submitted to me Articles of Arrangement that has not yet become effective.

---5. The Company is not in the process of being wound up and dissolved.

---6. No proceedings have been instituted to strike the name of the Company off the said Register.

---7. In so far as is evidenced by the documents filed with this Office, the Company is in good legal standing.

---* formerly SANDALS RESORTS INTERNATIONAL 2000 LIMITED---

---SANDALS RESORTS INTERNATIONAL 2000 LIMITED---

---Given under my hand and seal at Nassau in the Commonwealth of The Bahamas this 4th day of December, 2014---

---(Sgd.) (Illegible)---

---Acting Registrar General---

(Seal): General Registrar - The Bahamas---

---SANDALS RESORTS INTERNATIONAL 2000 INC.---

---WRITTEN CONSENT OF THE BOARD OF DIRECTORS---

---The undersigned, being all of the duly elected Directors of SANDALS RESORTS INTERNATIONAL 2000 INC. a company organized and existing under the laws of the Commonwealth of the Bahamas, (the "Company"), do hereby waive all notice of time, place or purpose of a meeting and consent to, approve and adopt the following resolutions passed pursuant to the Articles of Association of the Company.

---Continuation: IT WAS RESOLVED THAT Pursuant to Articles 24 of the Company's Articles of Association the Company shall forthwith take steps to continue its existence from the Commonwealth of the Bahamas to



and under the laws of the Republic of Panama with the name SANDALS
RESORTS INTERNATIONAL 2000 Inc.;-----

-----**Charter of Incorporation:** IT WAS FURTHER RESOLVED, that the charter
of incorporation attached hereto as Exhibit "A", duly subscribed in
accordance with the laws of the Republic of Panama be adopted as the
CHARTER OF INCORPORATION of the company and that they substitute the
Memorandum of Association and Articles of Association of the
Commonwealth of the Bahamas;-----

Resident Agent: RESOLVED, that Icaza, González-Ruiz & Alemán, a law
firm with offices at Calle Aquilino de la Guardia No. 8, Panama City,
Republic of Panama, be designated as the Resident Agent of the company
in the Republic of Panama;-----

-----RESOLVED, that Icaza, González-Ruiz & Alemán, Resident Agent of the
Company in the Republic of Panama, be and is hereby authorized to
protocolize and register in the Public Registry any and all documents
required in order to effect the continuation of the company to Panama.-

----These resolutions may be executed in any number of counterparts and
by different parties hereto in separate counterparts, each of which
when so executed shall be deemed to be an original and all of which
taken together shall constitute one and the same set of resolutions.---

----(Sgd.) (Illegible)----- (Sgd.) (Illegible)-----

----Steven E. Carey-----Donna Delva-----

----Director-----Director-----

----(Sgd.) (Illegible)----- (Sgd.) (Illegible)-----

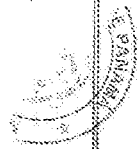
----David Davies-----John M. Lawrence-----

----Director-----Director-----

-----"EXHIBIT A"-----

-----CHARTER OF INCORPORATION-----

-----OF-----



-----SANDALS RESORTS INTERNATIONAL 2000 INC.-----

----The undersigned, with the intention to organize a stock corporation pursuant to the provisions of the laws of the Republic of Panama, hereby adopt the following Charter of Incorporation, that are to supersede the Charter of Incorporation of the Company SANDALS RESORTS INTERNATIONAL 2000 INC., organized under the laws of the Commonwealth of the Bahamas.-----

----1. The name of the corporation is:-----

-----SANDALS RESORTS INTERNATIONAL 2000 INC.-----

----2. The general objects for which the corporation is organized are: to establish, transact and carry on the business of an investment company in any part of the world; buy, sell and deal in all kinds of commodities, shares of stock, bonds and securities of all kinds; to purchase, sell, lease or otherwise acquire or dispose of personal or real estate; invest in any industrial or commercial business, either as a principal or shareholder; to borrow and lend money, with or without security; to enter into, make, perform and carry out contracts of all kinds, to open and operate bank accounts of any nature in any part of the world, to become surety or guarantee the performance and execution of any all contracts; to engage in any lawful business not prohibited to a corporation; and to do any of the foregoing as principals, agents, or in any other representative capacity whatsoever.-----

----3. Capital. The capital of the corporation is FIVE THOUSAND DOLLARS (\$5,000.00), legal currency of the United State of America, divided into FIVE HUNDRED (500) shares of the par value of ONE DOLLAR (\$1.00), legal currency of the United State of America, each. -----

----Shares may be issued only as registered shares.-----

----The liability of shareholders shall be limited to the amounts unpaid on the shares subscribed.-----

---4. The Stock Register required by law shall be kept at the place fixed by the Board of Directors.-----

---5. The domicile of the corporation shall be in the City of Panama, Republic of Panama, but the corporation may, as the Board of Directors determines, engage in business and establish branches anywhere in the world, and keep its records and assets anywhere in the world.-----

---6. The duration of the corporation shall be perpetual, but it may be sooner dissolved in accordance with the law.-----

---7. Meetings of the Stockholders, for any purpose, may be held in the Republic of Panama or in any other country.-----

---8. The Board of Directors shall consist of not less than three (3) or more than seven (7) members. Within said maximum and minimum, the number may be fixed by resolution of the Board. However, at any meeting of the stockholders for the election of Directors, the stockholders may, by resolution, determine the number of Directors to be elected thereat, and the number so determined then elected.-----

---Meetings of Directors may be held in the Republic of Panama or in any other country, and any Director may be represented and vote by proxy or proxies at any and all meetings of Directors.-----

---In case of vacancies in the Board of Directors, a majority of the Directors then in office, though less than a quorum, may elect the Directors to fill such vacancies.-----

---The powers of the Corporation shall be exercised by the Board of Directors, except such as are conferred or reserved to the stockholders. The Board of Directors, consequently, shall have complete and total control of the administration of the business of the corporation and may, without action by the stockholders, grant in trust, pledge or mortgage the property of the company to secure performance of its obligations, and of third parties, and sell or exchange the assets of the corporation.-----

corporation, shall be indemnified by this corporation against reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed to be exclusive of any other rights to which such Director, officer or employee may be entitled, apart from statute.-----

---13. Amendment of Charter. These charter of incorporation may be amended by resolution setting forth such amendment or amendments, adopted by the majority of the shares represented at a special meeting called for such purpose, or at a regular meeting if due notice has been given thereof.-----

---14. When so authorized by the shareholders or the Board of Directors of the corporation, it may continue its existence under the laws of another country or jurisdiction.-----

---15. The subscribers of the corporation may not acquire, dispose of or encumber the assets of the corporation.-----

-----TRANSITORY PROVISIONS-----

---16. First Directors. The number of the first Directors shall be three (3) and their names and addresses are as follows:-----

-----NAME-----	-----ADDRESS-----
Steven E. Carey-----	3 Harrow Avenue, Cable Beach,----- -----Nassau, Bahamas-----
John M. Lawrence-----	22 Harmony Hill, Nassau, Bahamas-----
Donna A. Delva-----	30 York Avenue, Gleniston Gardens,----- -----Nassau, Bahamas-----
David Davies-----	24 Earls Court, House #9,-----



-----Kingston 8, St. Andrews, JA-----

---17. The Officers of the corporation and the respective offices held by them are as follows:-----

-----NAME-----	-----OFFICE-----
Steven E. Carey-----	-----President-----
John M. Lawrence-----	-----Treasurer-----
Donna A. Delva-----	-----Secretary-----

---18. The Registered Agent of the corporation in the Republic of Panama, until the Board of Directors otherwise provides, shall be the law firm ICAZA, GONZALEZ RUIZ & ALEMAN, domiciled in Aquilino de la Guardia St. No. 8, City of Panama, Republic of Panama.-----

---19. Subscription. The number of shares which each subscriber to these CHARTER OF INCORPORATION agrees to take is as follows:-----

-----NAME-----	-----ADDRESS-----	-----NO. OF SHARES-----
Carlos Bryden-----	Calle Aquilino de la Guardia-----	
	No. 8, Panama, Republic of Panama-----	(1)-----
Betsaida Cerrud-----	Calle Aquilino de la Guardia-----	
	No. 8, Panama, Republic of Panama-----	(1)-----

IN WITNESS WHEREOF, we have executed and signed these CHARTER OF INCORPORATION, in the City of Panama, Republic of Panama, this ----day of ----2014.-----

-----Carlos Bryden-----Betsaida Cerrud-----

---ICAZA, GONZALEZ-RUIZ & ALEMAN, hereby expressly accepts the office of Registered Agent.-----

-----ICAZA, GONZALEZ-RUIZ & ALEMAN-----

----- (Sgd.) Roberto R. Alemán H. -----

----- I.D. No. 8-209-1192-----

The foregoing is a true translation into Spanish of the attached document written in English.-----

Panama, December 29th, 2014 ---- (Sgd.) Elizabeth Y. Del Cid - Personal

Identity Certificate No. 8-455-287----There is a stamp which reads:
Elizabeth Y. Del Cid ---Certified Public Translator of English - Spanish
and vice-versa --Resolution No. 496 of December 14th, 2004 --- Ministry
of Education.-----

---Certified the first and a true copy of the original documents which I
issue, seal and sign in Panama City, Republic of Panama, on this twenty-
ninth (29th) day of the month of December in the year two thousand
fourteen (2014).-----This Deed has a total of five (5) pages.-----

------(Sgd.) (Illegible)-----

-----Attorney RAÚL IVÁN CASTILLO SANJUR -----

-----Tenth Notary Public -----

(Seal: [R.C.S.-2] - TENTH NOTARY PUBLIC OF THE CIRCUIT OF PANAMA-PANAMA,
R. OF PANAMA-)

Public Registry of Panama

Signed by: LARISA ALEXANDRA VILLARREAL PERALTA

(Sgd.) Larisa A. Villarreal P.

Date: 2014.12.30 15:51:47 -05:00

Purpose: Procedure Termination

Location: Panama, Panama

EVIDENCE OF REGISTRATION

TERMINATED THE PROCEDURE REQUESTED WITH THE ENTRY NUMBER 92086451/2014

(0) FILED BEFORE THIS REGISTRY ON 30/12/2014 AT 12:11 PM

OWNER OF THE DOCUMENT

SANDALS RESORTS INTERNATIONAL 2000 INC.

DOCUMENT(S) FILED

PUBLIC DEED NO. 29697

AUTHORIZING PERSON: RAÚL IVÁN CASTILLO SANJUR No.10

DATE: 29/12/2014

NUMBER OF COPIES: 1

PAYMENT DOCUMENT(S) SUBMITTED

PAYMENT DOCUMENT WITH CARD 228718
AMOUNT SIX HUNDRED SIXTY (B/.660.00)
PAYMENT DATE 30/12/2014

ELECTRONIC ENTRY(IES) APPLIED (IN THE PROPERTY OR MICROJACKET)

(MERCANTILE) FOLIO N°155590311 (S) ENTRY No. 1 OPENING OF ELECTRONIC
FOLIO

SIGNED BY LARISA ALEXANDRA VILLARREAL PERALTA

REGISTRATION DATE: TUESDAY, DECEMBER 30th, 2014 (03:50 PM)

This document has been signed by means of electronic signature authorized
by LARISA ALEXANDRA VILLARREAL PERALTA



The authenticity of this document can be verify on the Web Verification
Service: <https://www.registro-publico.gob.pa>

Electronic Identifier: 302E0664-D35A-4DF2-AC08-B865271878C0
Public Registry of Panama - Via España, facing San Fernando Hospital -
P.O. Box 0830-1596 Panama, Republic of Panama-(507)501-6000

Page 1 of 1

Public Registry of Panama

Signed by: RAQUEL JUDITH BARBA TUÑON

Date: 2014.12.30 15:32:59 -- 05:00

Purpose: Procedure Examination

Location: Panama, Panama

FAVORABLE EXAMINATION RESOLUTION

Being favorably examined the document filed by ALEX VILLA under number F-92086451/2014 (0) dated 30/12/2015 12:11:02 PM, the registration / pertinent annotation results appropriate by virtue of having analyzed the submitted documentation, compared with the records of this Public Registry and verified that the same complies with all the requirements of substance and form which regulates the subject.

Electronic Identifier: 3C21675E-448D-4043-B077-72FCBB9D47E2
Public Registry of Panama - Via España, facing San Fernando Hospital
P.O. Box 0830 - 1596 Panama, Republic of Panama - (507)501-6000

Page: 1 of 1

APOSTILLE

Convention de la Haye du 5 de octubre 1961

1 Pais PANAMÁ.

El presente documento público

2 ha sido firmado por [Signature]

3 quien actua en calidad [Signature]

4 y esta revestido del sello/timbre de [Signature]

CERTIFICADO

5 EN Panamá 8 MAY 2015

7 por DIRECCION ADMINISTRATIVA

8 Bajo el número 21347

9 Sello/Timbre 10 Firma [Signature]

2



Este Acreditacion no implica responsabilidad de cambio al contenido del documento

CERTIFICATE OF ACCURACY

The undersigned, **ELIZBETH Y. DEL CID**, hereby certifies:

1. That she is a Public Translator for the Republic of Panama of the Spanish and English languages, and is thoroughly conversant with both languages.
2. That the foregoing document is an English translation carefully made by her of Public Deed No. 29,697 of December 29th, 2014 whereby the documents regarding the continuation of the corporation **SANDALS RESORTS INTERNATIONAL 2000 INC.**, which is constituted under the laws of the Commonwealth of the Bahamas, to the Republic of Panama under the name **SANDALS RESORTS INTERNATIONAL 2000 INC.**, are protocolized.
3. That to the best of her knowledge and belief, said translation is a true and correct English version of said Public Deed.

Panama, May 14th, 2015

Elizabeth Y. Del Cid
ELIZBETH Y. DEL CID



GD. No. 8-455-287

Yo, Ldo. **ROBERTO E. ROJAS C.**, Notario Público **Elizabeth Y. Del Cid**
 del Circuito de Panamá, con Cédula No. **1204**, inscrita en el Registro Público, 498 of December 14th, 2004
CERTIFICO: **of English-Spanish and vice-versa**
 Que dada la certeza de la identidad del (los) **firmante (s)**, **Ministry of Education**
 firmó (firmaron) el presente documento, su (s) firma (s) es
 (son) auténtica (s).

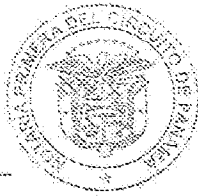
21 MAY 2015

Panama,

[Signature]
TESTIGO

[Signature]
TESTIGO

Ldo. **ROBERTO E. ROJAS C.**
Notario Público Primerero



21 05 15
 10:00
 1010.00
 24.1109