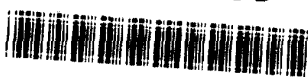


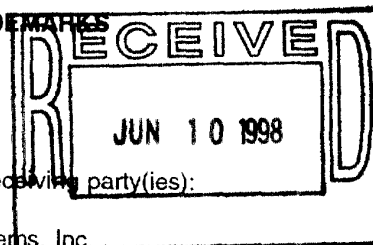
ASSIGNMENT

06-26-1998

FICE FOR TRADEMARKS



100749408



To the Honorable Commissioner of Patents and Trademark

1. Name of conveying party(ies):

Solution Products International, Inc.  
808 Teal Vista  
Peachtree City, Georgia 30269

6-10-98

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

Advantage Marketing Systems, Inc.  
2601 N.W. Expressway, Suite 1210W  
Oklahoma City, Oklahoma 73112

Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation  Other  
(State of Georgia)

Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation  Other  
(State of Oklahoma)

If assignee is not described in the United States, a domestic representative designation is attached:  Yes  No  
(Designation must be a separate document from Assignments)

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

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

3. Nature of Conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: May 20, 1998

4. Application Nos. or Registration Nos.

A. Trademark Application No.(s)

Additional Numbers Attached?  Yes  No

B. Trademark Registration No.(s) : U.S. Registrations Nos.: 1,892,914; 1,894,804; 1,908,104; 1,925,031; 1,952,600

Additional Numbers Attached?  Yes  No

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

HEAD, JOHNSON & KACHIGIAN  
ATTN: Martin A. Weeks  
100 N. Broadway, Suite 1890  
Oklahoma City, OK 73102  
(405) 236-4000

6. Total number of applications/registrations involved: 1

7. Total fee (37 CFR 3.41): \$140.00

Enclosed  
 Authorized to be charged to deposit account  
 Any fees, charges or credits necessary during the prosecution of this application may be charged to the deposit account of the undersigned, No. 08-1500, unless otherwise notified

8. Deposit account number: 08-1500  
(Attached duplicate copy of this page if paying by deposit account)

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.

Martin A. Weeks  
Name of Person Signing

Martin A. Weeks  
Signature

6/5/98  
Date

TRADEMARK  
REEL: 1744 FRAME: 0930

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01 FC:461  
02 FC:462

## ASSIGNMENT OF TRADEMARKS

WHEREAS, SOLUTION PRODUCTS INTERNATIONAL, INC., a corporation of the State of Georgia, having an address at 808 Teal Vista, Peachtree City, Georgia 30269, is the owner of the following United States Trademark Registrations Nos., registered in the U.S. Trademark Office on the dates indicated for the listed marks:

MARK	REG. NO.	REG. DATE
SPARK OF LIFE	1,892,914	May 9, 1995
STAY 'N SHAPE	1,894,804	May 23, 1995
YOUNG AT HEART	1,908,104	August 1, 1995
SINE-EZE	1,925,031	October 10, 1995
CO-CLENZ	1,952,600	January 30, 1996

WHEREAS, ADVANTAGE MARKETING SYSTEMS, INC., a corporation of the State of Oklahoma, having a place of business at 2601 N.W. Expressway, Suite 1210W, Oklahoma City, Oklahoma 73112, is desirous of acquiring the entire right, title and interest in and to such trademarks, the registrations therefor and the goodwill associated therewith;

NOW, THEREFORE, in consideration of \$1.00 and other good and valuable considerations, the receipt of which is hereby acknowledged, SOLUTION PRODUCTS INTERNATIONAL, INC. does hereby assign, sell and convey to ADVANTAGE MARKETING SYSTEMS, INC., the foregoing trademarks and the registrations therefor,

together with the goodwill associated therewith, and including the right to sue for past infringement if any there may be.

SOLUTION PRODUCTS INTERNATIONAL, INC.

By: Carl S. Rainey  
Carl S. Rainey, Chief Executive Officer

Date: 5-20-98

STATE OF GEORGIA            )  
  ) ss.  
COUNTY OF Coweta        )

Subscribed and sworn to before me this 20 day of May, 1998, by Carl S. Rainey, to me known to be the Chief Executive Officer of Solution Products International, Inc.

[Signature]  
Notary Public

My commission expires:  
Notary Public, Coweta County, Georgia  
My Commission Expires October 22, 2001