

07-09-1998

1-31-92



To the Honorable Commissioner of Patents

attached original documents or copy hereof.

1. Name of conveying party(ies):

MDR Fitness Corporation

- Individual(s)
- General Partnership
- Corporation-State Florida
- Other _____

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

3. Nature of conveyance:

MRD 6-22-98

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

Execution Date: May 28, 1998

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

Name: BC International Cosmetic & Image Services, Inc.

Address: 300 Delaware Avenue
City: Wilmington State: DE Zip: 19801

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- 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) & addresses attached?

Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,452,790

Additional Numbers attached? Yes No

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

Name: Susan Upton Douglass

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 633 Third Ave.

City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:..... 1

7. Total fee (37 CFR 3.41) \$40.00

- Enclosed
 - Authorized to be charged to deposit account
- (Only if total fee is not sufficient)

8. Deposit account number: 40E

23-0825-0576900

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

07/06/1998 INQUIRY 00000360 1452790

01 FC:481

40.00 UP

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.

Susan Upton Douglass
Name of Person Signing

Signature

June 22, 1998
Date

Total number of pages comprising cover sheet: _____

ASSIGNMENT

WHEREAS, MDR FITNESS CORPORATION, a corporation organized and existing under the laws of the State of Florida, with an address at 14101 Northwest Fourth Street, Sunrise, Florida 33325 ("**Assignor**"), is the owner of the following trademark now registered in the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Reg. No.</u>	<u>Date</u>
CELL BLOCK-9	1,452,790	August 18, 1987

and WHEREAS, BC INTERNATIONAL COSMETIC & IMAGE SERVICES, INC., a corporation organized and existing under the laws of the State of Delaware, with an address at 300 Delaware Avenue, Wilmington, Delaware, 19801 ("**Assignee**"), is desirous of acquiring said registered trademark.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to said trademark, together with the goodwill of the business symbolized by said trademark and the above-named registration therefor, and with all claims arising out of or relating to the use or ownership of said mark.

MDR FITNESS CORPORATION

By: _____
Name: JAMES RILEY
Title: PRESIDENT

Date of Signature: 5/28/98

15-05a I:\HOME\PBOISSON\DOCS\BCIASS