

11-05-1998

TRADEMARKS ONLY

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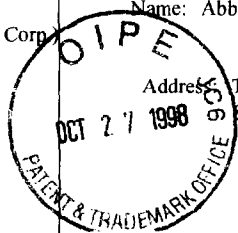
1 Trademarks
copy thereof.

10-27-98

1. Name of Party(ies) conveying an interest:
Topmem Group, L.P., (Georgia limited partnership)
whose general partner is Flo-Tenn, Inc., (Tennessee Corp)
5170 Sanderlin Avenue, #201
Memphis, Tennessee 38117

Name: Abbott & Andrews Realty, Inc.

receiving an interest:



Address: Tops'l Executive Office
8955 Highway 98 West
Destin, Florida 32541

Entity:

Individual(s) Association

General Partnership Limited Partnership
Georgia

Corporation-State

Other -

3. Interest Conveyed:

Assignment Change of Name

Security Agreement Merger

Other

Execution Date - May 9, 1997

Entity:

Individual(s) Association

Corporation-State- Florida General Partnership Limited Partnership

Other

Citizenship

If not domiciled in the United States, a domestic representative designation is attached:

Yes

No

(The attached document must not be an assignment)

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,994,409
1,975,759

5. Please mail documents back to:

Paul W. Kruse
Pillsbury Madison & Sutro LLP
1100 New York Avenue, N.W.
Washington, D.C. 20005-3918

6. Number of applications and registrations involved: 2

7. Amount of fee enclosed: \$ 65.00

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 81520 / 254907
C# M#

11/04/1998 DNGUYEN 00000369 1994409

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:402 25.00 OP

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.

Signature

Total number of pages including cover
sheet, attachments and document.
(excluding duplicate cover sheet)

3

Attorney: Paul W. Kruse

Date: October 27, 1998

Atty/Sec: STB/PWK:teh

Tel: (202) 861-3613

Fax: (202) 822-0944

TRADEMARK ASSIGNMENT NUNG PRO TUNG

WHEREAS Topmen Group, L.P., a Georgia limited partnership, whose general partner is Flo-Tenn, Inc., a Tennessee corporation, owned all right, title and interest to certain trademarks, the registrations for which are listed on SCHEDULE A, which is attached hereto and made a part hereof (collectively, the "Trademarks"); and

WHEREAS Topmen Group, L.P. assigned all right, title and interest to the Trademarks to Abbott & Andrews Realty, Inc., a Florida corporation.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Topmen Group, L.P. does hereby assign to Abbott & Andrews Realty, Inc., its successors, assigns and legal representatives, nung pro tung, as of the date of actual transfer, namely, on or about May 9, 1997, the entire, full and exclusive right, title and interest in and to the Trademarks, together with the good will of the business symbolized by the Trademarks and any registrations therefor, and the right (but not the obligation) to assert the Trademarks and to collect for all past, present and future infringements, and claims for damages and the proceeds thereof, including, without limitation, license royalties and proceeds of infringement suits and all rights corresponding thereto throughout the world by reason of any past and future acts of infringement that have or may occur.

Topmen Group, L.P. By its General Partner Flo-Tenn, Inc.

By: [Signature]
Name: Thomas F. Shaffer
Title: Partner

Abbott & Andrews Realty, Inc.
By: [Signature]
Name: JAMES S. OLIN
Title: Att.

SCHEDULE A

Assigned Trademarks in the United States

TUPSL

Reg. No. 1,994,409

Miscellaneous Design (Logo)

Reg. No. 1,975,759