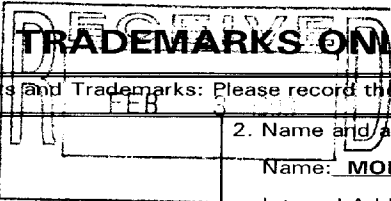


HRP
2/3/99



100959341

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
MODEL IMPERIAL FINE FRAGRANCES, INC.

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

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

2. Name and address of receiving party(ies):
 Name: **MODEL IMPERIAL, INC.**

Internal Address: _____
 Street Address: **1061 SW 30th Avenue**
 City: **Deerfield Beach** State: **Florida** Zip: **33442**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Florida**
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **February 2, 1999**

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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)
1,750,934

Additional numbers attached? Yes No

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

Name: **Lowell D. Kern, Esq.**
 Internal Address: **Greenberg Traurig**

02/04/1999 DCOATES 00000217 1750934
01 FC:481 40.00 DP

Street Address: **200 Park Avenue**

City: **New York** State: **NY** Zip: **10166**

6. Total number of applications and registrations involved: 1

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

Enclosed
 Authorized to be charged to deposit account


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

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

Lowell D. Kern
 Name of Person Signing


 Signature

2/2/99
 Date

Total number of pages comprising cover sheet: 3

OMB No. 0651-0011

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK ASSIGNMENT

WHEREAS, MODEL IMPERIAL FINE FRAGRANCES, INC., a corporation organized and existing under the laws of the State of Delaware having a principal place of business at 1061 SW 30th Avenue Deerfield Beach, Florida 33442 (hereinafter called the "Assignor"), is the owner of Trademark Registration No. 1,750,934 for the mark EARTH SOURCE in the United States Patent and Trademark Office (hereinafter "the Mark"); and

WHEREAS, MODEL IMPERIAL, INC., a Florida corporation, with offices at 1061 SW 30th Avenue Deerfield Beach, Florida 33442 (hereinafter called the "Assignee"), is acquiring substantially all of the assets and goodwill of the business to which the Mark pertains and is desirous of acquiring all right, title, and interest in and to the Mark;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby sell and assign unto the Assignee its entire right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark and the right to sue and recover damages and profits for third-party infringements, if any.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed this

2 day of FEBRUARY 1999.

MODEL IMPERIAL FINE FRAGRANCES, INC.

BY: 

Name: Leonard Silverstein
Title: Chief Financial Officer

STATE OF FLORIDA)
COUNTY OF BROWARD) : ss.:

On this 2 day of FEBRUARY, 1999, before me personally came LEONARD SILVERSTEIN, to me known, who, being by me duly sworn, did depose and say that he is the individual described in and which executed the foregoing assignment on behalf of MODEL IMPERIAL FINE FRAGRANCE, INC.; and that he signed his name thereto pursuant to the authority granted by the Board of Directors of said corporation.

Helen Faith Coverdale
Notary Public

[Stamp and Seal]

