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

1. Name of conveying party(ies):

Matrix Software Holding, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: April 30, 1999

2. Name and address of receiving party(ies)

Name: AEC One Stop Group, Inc.

Internal Address:

Street Address: 4250 Coral Ridge Drive

City: Coral Springs State: F.L. ZIP: 33065

- 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

See Attached Schedule

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Muslima Lewis, Esq.

Internal Address:

AEC One Stop Group, Inc.

Street Address: 4250 Coral Ridge Drive

City: Coral Springs State: F.L. ZIP: 33065

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6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

01 FC:481
02 FC:482

48.00 OP
125.00 OP

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.

Marci A. Blazer
Name of Person Signing

Marci A. Blazer
Signature

5/3/99

Date

Total number of pages including cover sheet, attachments, and document: 5

SCHEDULE A

<u>Trademark/Service Mark</u>	<u>Serial Number</u>	<u>Filing Date</u>
AMG ALL-COMICS GUIDE	75/589,867	November 16, 1998
AMG ALL-MEDIA GUIDE	75/592,387	November 19, 1998
AMG ALL-POSTER GUIDE	75/589,866	November 16, 1998
AMG GUIDE TO ROCK ART	75/580,896	November 2, 1998
GAME MAP	75/589,865	November 16, 1998
TV TONITE	75/604,312	December 14, 1998

TRADEMARK ASSIGNMENT

This Assignment is made this 30 day of April, 1999, between Matrix Software Holding, Inc., a corporation organized and existing under the laws of the State of Delaware and having a place of business at 4250 Coral Ridge Drive, Coral Springs, FL 33065 ("Assignor"), and AEC One Stop Group, Inc., a corporation organized and existing under the laws of the State of Delaware, having a place of business at 4250 Coral Ridge Drive, Coral Springs, FL 33065 ("Assignee").

WHEREAS, Assignor owns all right, title and interest in and to the trademarks and the applications therefor on the Principal Register of the United States Patent and Trademark Office listed on Schedule A hereto, (collectively the "Trademarks") and wishes to assign the Trademarks and the goodwill associated therewith to Assignee; and

WHEREAS, Assignee is desirous of acquiring all Assignor's right, title and interest in and to the Trademarks and the goodwill associated therewith.

NOW THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Assignor does hereby assign, sell and transfer to Assignee all its right, title and interest in and to the Trademarks and the goodwill associated therewith, including all the business to which the Trademarks pertain and the right to recover damages and profits and all other remedies for past infringements thereof.

IN WITNESS WHEREOF, the undersigned has executed this Assignment as of the date hereof.

MATRIX SOFTWARE HOLDING, INC.

By: Eric Weisman
Name: Eric Weisman
Title: CEO

ACKNOWLEDGED AND ACCEPTED
AS OF THE DATE SET FORTH ABOVE

AEC One Stop Group, Inc.

By: Eric Weisman
Name: Eric Weisman
Title: president / CEO

Florida
STATE OF ~~NEW YORK~~)
Broward)
COUNTY OF ~~NEW YORK~~)

On this 30 day of April __, 1999, personally appeared before me Eric Weisman, known to me to be CEO of Matrix Software Holding, Inc., who acknowledged that he/she signed this instrument as a free act on behalf of American Show Management, Inc.



MUSLIMA LEWIS
My Commission CC541166
Expires Mar 19 2000

Muslimah Lewis
Notary Public

My commission expires _____

Florida
STATE OF ~~NEW YORK~~)
Broward)
COUNTY OF ~~NEW YORK~~)

On this 30 day of April __, 1999, personally appeared before me Eric Weisman, to me known and known to me to be President of AEC One Stop Group, Inc., the party named above, and acknowledged that he/she executed the foregoing Assignment on behalf of said party and pursuant to authority duly received.



MUSLIMA LEWIS
My Commission CC541166
Expires Mar 19 2000

Muslimah Lewis
Notary Public

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