

Schedule A

<u>Trademark/Service Mark</u>	<u>Serial Number</u>	<u>Filing Date</u>
AMG ALL-BOOK GUIDE	75/532,926	August 7, 1998
AMG ALL-BOOK GUIDE	75/532,927	August 7, 1998
AMG ALL-GAME GUIDE	75/532,928	August 7, 1998
AMG ALL-MEDIA GUIDE	75/532,933	August 7, 1998
AMG ALL-MEDIA GUIDE	75/532,932	August 7, 1998
AMG ALL-MOVIE GUIDE	75/532,931	August 7, 1998
AMG ALL-MOVIE GUIDE	75/532,930	August 7, 1998
ALL-BOOK GUIDE, CRITICS' GRADE A CHOICE	75/412,954	January 2, 1998
EXPLORE MOVIES	75/426,650	January 30, 1998
EXPLORE MUSIC	75/412,953	January 2, 1998
FENG SHUI	75/416,646	January 12, 1998
MOVIE MAP	75/469,590	April 17, 1998
MOVIE MAP	75/469,591	April 17, 1998
MOVIEVIEWS	75/478,802	May 4, 1998
MUSIC MAP	75/469,593	April 17, 1998
MUSIC MAP	75/469,592	April 17, 1998
MUSICVIEWS	75/478,803	May 4, 1998
SIMPATICOS	75/412,970	January 2, 1998

<u>Trademark/Service Mark</u>	<u>Reg. Number</u>	<u>Reg. Date</u>
ALL-MUSIC GUIDE	2,206,668	December 1, 1998
ALL-MUSIC GUIDE	2,202,651	November 10, 1998
AMG ALL-MOVIE GUIDE	2,174,790	July 21, 1998

110583.00001/0594185.01



TRADEMARK ASSIGNMENT

This Assignment is made on 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 ("Matrix Software Holding"), 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 ("AEC").

WHEREAS, on July 30, 1998, the United States Bankruptcy Court for the Southern District of New York approved a plan of reorganization for Matrix Software, Inc., pursuant to which all assets owned by Matrix Software, Inc., including the trademarks and service marks and applications and registrations therefore on the Principal Register of the United States Patent and Trademark Office listed on Schedule A hereto, the common law rights pertaining thereto and all goodwill associated therewith (collectively, the "Trademarks") were to be assigned to AEC; and

WHEREAS, on August 13, 1998, Matrix Software, Inc. filed with the Secretary of State a Certificate of Amendment to the Certificate of Incorporation changing its name to Matrix Software Holding.

NOW THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and for other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Matrix Software Holding does hereby confirm, nunc pro tunc that, as of August 19, 1998, it assigned to AEC all its right, title and interest in and to the Trademarks, 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 first above written.

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: ~~CEO~~ President / CEO

STATE OF Florida)
COUNTY OF Broward) ss:

On this 30 day of April, 1999, personally appeared
Eric Weisman to me known and known to me to be
CEO of Matrix Software Holding, 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

Muslima Lewis
Notary Public

STATE OF Florida)
COUNTY OF Broward) ss:

On this 30 day of April, 1999, personally appeared
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

Muslima Lewis
Notary Public

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