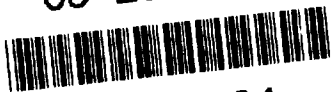


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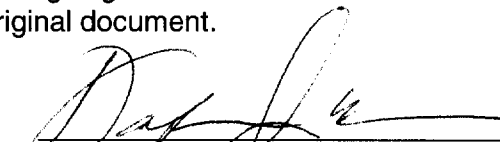
Commissioner of Patents and Trademarks:

Please record the attached copy of Assignment of Trademark.

5.4.99

- 1. **Name of conveying party and type of entity:** Serious Skin Care, Inc.
A California corporation
- 2. **Name and address of receiving party and type of entity:** Flageoli, Ltd.
1554 South Sepulveda Boulevard
Los Angeles, California 90025
A limited liability Nevada corporation
- 3. **Nature of conveyance:** Assignment
Execution Date of attached Assignment: March 19, 1999
- 4. **Trademark Application number:** 75/024037
- 5. **Name and address of party to whom correspondence concerning document should be mailed:** Daphne Sheridan Bass, Esq.
Law Offices of Daphne Sheridan Bass
921 26th Street
Santa Monica, California 90403
- 6. **Total number of applications involved:** 1
- 7. **Total Fee:** \$40.00
- 8. **Statement and Signature.**
To the best of my knowledge and belief, the foregoing information is true and correct and the attached copy is a true copy of the original document.

Date: May 1, 1999



Daphne Sheridan Bass, Esq.

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ASSIGNMENT OF TRADEMARK


WHEREAS, Serious Skin Care, Inc., a California Corporation, located at 108 Magnolia Street, Santa Cruz, California 95062 hereinafter ("Assignor") has used the trademark SERIOUS SKIN CARE (hereinafter referred to as "the said mark") filed in the United States Patent and Trademark Office as set forth on the attached Schedule "A"; and

WHEREAS, Flageoll, Ltd., a limited liability corporation incorporated in the State of Nevada, with offices at 1554 South Sepulveda Boulevard, Los Angeles, California 90026 (hereinafter "Assignee") is desirous of acquiring any and all rights that Assignor may have in and to the said mark and the registration therefor, together with the goodwill of the business in connection with which the said mark is used and which is symbolized by the said mark, along with the right to recover damages and profits for past infringements thereof;

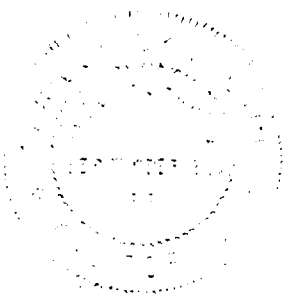
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the said mark and the registration therefor for the United States and throughout the world together with the goodwill of the business in connection with which the said mark is used and which is symbolized by the said mark, along with the right to recover for damages and profits for past infringements thereof;

Assignor agrees to execute and deliver at the request of the Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts the Assignee may require in order to vest the Assignor's rights, title, and interest in and to the said mark in the Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by the Assignee, to the extent such evidence is in the possession or control of Assignor.

Serious Skin Care, Inc., Assignor


Grover Stock CFO
Serious Skin Care

(CORPORATE SEAL)



MAR 19 1999 03:14PM PA

PHONE NO. : 3215850138

FROM : SAIDMAN DESIGN/LRM GROUP

RECORDED: 05/04/1999

TRADEMARK
REEL: 001901 FRAME: 0544