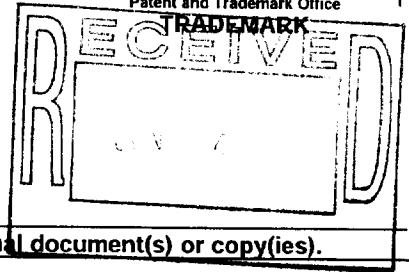


6-4-99

06-10-1999



RECOR 101059482
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name TECH 2000 WORLDWIDE, INC.

Execution Date
Month Day Year
11241998

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization MASSACHUSETTS

Receiving Party

Mark if additional names of receiving parties attached

Name ACTION INTERACTIVE, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 4707 EAST BASELINE ROAD

Address (line 2) _____

Address (line 3) PHOENIX

City

ARIZONA

State/Country

85040

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Other _____

- Citizenship/State of Incorporation/Organization ARIZONA

06/10/1999 NTHA11 00000046 150184 2145010

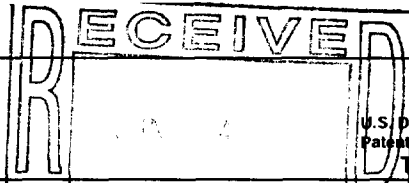
01 FC:481 40.00 CH

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

TRADEMARK
REEL: 001910 FRAME: 0584



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,145,010"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

John Burton
Name of Person Signing

Signature

4 June 99
Date Signed

ASSIGNMENT OF TRADEMARK

Effective Date: November 24, 1998

WHEREAS, Tech 2000 Worldwide, Inc., a corporation organized and existing under the laws of the Commonwealth of Massachusetts, having a place of business at 1095 Turnpike Street, Canton, MA 02021 (the "Assignor"), has adopted and used the trademark (the "Mark") identified on Exhibit A hereto, and as of the Effective Date of this Assignment of Trademark was using and was the owner of the registration of such Mark identified on said Exhibit A in the United States Patent and Trademark Office; and

WHEREAS, Action Interactive, Inc., a corporation organized and existing under the laws of the State of Arizona, having a place of business at 4707 E. Baseline Road, Phoenix, Arizona 85040 (the "Assignee"), is desirous of acquiring all right, title and interest in and to said Mark and the registration thereof, including all common law and statutory trademark rights related to the Mark, together with all goodwill pertaining thereto, effective as of the Effective Date hereof;

WHEREAS, Assignor is merging with and into Assignee pursuant to that certain Agreement and Plan of Reorganization dated as of November 19, 1998 by and among Assignor, Assignee and their respective stockholders;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, effective as of the Effective Date hereof, said Assignor does hereby assign, sell and transfer unto said Assignee all right, title and interest in and to the said Mark, together with (a) the registration of said Mark, (b) the goodwill of the business symbolized by and associated with said Mark and the registration thereof, and (c) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to said Mark or the registration thereof or such associated goodwill.

IN WITNESS WHEREOF, the Assignor, by its duly authorized officer, has executed this assignment, as an instrument under seal, effective as of the 24th day of November, 1998.

TECH 2000 WORLDWIDE, INC.

By: *Roger J. Falcone*
Name: ROGER J. FALCONE
Title: President

The foregoing assignment of said Mark and the registration thereof by the Assignor to the Assignee is hereby accepted effective as of the date set forth above.

ACTION INTERACTIVE, INC.

By: [Signature]
Name: Chris Besink
Title: CEO

COMMONWEALTH OF MASSACHUSETTS,
COUNTY OF Suffolk, ss: 5/24/2002

On this 23 day of November, 1998, before me personally appeared ROGER J FALCONE, President of TECH 2000 WORLDWIDE, INC., a Massachusetts corporation, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same on behalf of the said corporation as its free act and deed.

[Signature]
Notary Public

STATE OF ARIZONA,
COUNTY OF Maricopa, ss:

In Phoenix, Arizona, in said County on this 23rd day of November, 1998, before me personally appeared Chris Besink, _____ of ACTION INTERACTIVE, INC., an Arizona corporation, to me known and known by me to be the party executing the foregoing instrument, and acknowledged that he executed the same on behalf of said corporations .

Suzette M. Buron
Notary Public



Registration --
United States Patent and Trademark Office

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
GO RACING!	2,145,010	March 17, 1998

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