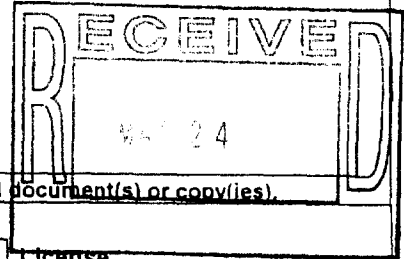


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101128755
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



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

Submission Type

- New
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Document ID # _____
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Reel # _____ Frame # _____
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Reel # _____ Frame # _____

Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Name MEDIA STUDIO GROUP, INC.

Execution Date
Month Day Year
4/1/99

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

Citizenship/State of Incorporation/Organization FLORIDA CORP.

Receiving Party

Mark if additional names of receiving parties attached

Name HEALTH INTERNATIONAL CORPORATION

DBA/AKA _____

Composed of _____

Address (line 1) 409 S. PASADENA AVENUE

Address (line 2) ST. PETERSBURG

Address (line 3) _____ FLORIDA 33707
City State/Country Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other _____
- 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.)

Citizenship/State of Incorporation/Organization FLORIDA CORP.

FOR OFFICE USE ONLY

05/28/1999 MTHAI1 00000192 2241665

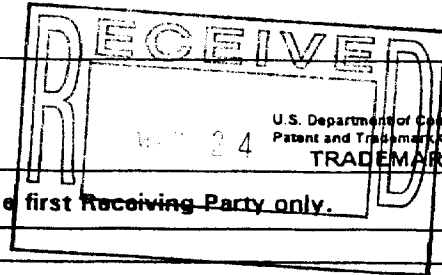
01 FC:481 40.00 DP
02 FC:482 25.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

08/27/1999 MTHAI1 00000076 2241665

01 FC:482 50.00 DP



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name DAVID R. ELLIS

Address (line 1) 3233 E. BAY DR

Address (line 2) SUITE 101

Address (line 3) LARGO, FL 33771

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number 727-531-1111

Name DAVID R. ELLIS

Address (line 1) 3233 E. BAY DR

Address (line 2) SUITE 101

Address (line 3) LARGO, FL 33771

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 2

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)

Grid for Trademark Application Number(s) with three empty rows.

Grid for Registration Number(s) with entries: 2241665, 1860027, 2148400, 1921542.

Number of Properties Enter the total number of properties involved. # 4

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 65.00

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.

DAVID R. ELLIS

David R. Ellis

5/13/99

Name of Person Signing

Signature

Date Signed

TRADEMARK AND SERVICE MARK ASSIGNMENT

WHEREAS MEDIA STUDIO GROUP, INC., a Florida Corporation ("Assignor"), is the owner of certain Trademarks and Service Marks registered in the United States Patent and Trademark Office, as set forth in Exhibit A hereto; and

WHEREAS HEALTH INTERNATIONAL CORPORATION., a Florida Corporation located at ~~7024 Central Avenue~~, 409 S. PASADENA AVE., St. Petersburg, Florida 33707 ("Assignee"), is desirous of acquiring said Marks and related good will;

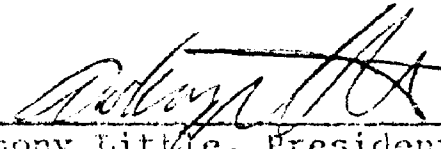
NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign, transfer and convey to Assignee all right, title and interest in and to the said Marks, together with the good will of the business connected with the use of and symbolized by the said Marks and the above-referenced registrations thereof.

FURTHER, Assignor agrees to take all actions and cooperate as necessary to protect the Marks and further agrees to execute any documents that might be necessary to perfect Assignee's ownership and registration of the Marks.

MEDIA STUDIO GROUP

Agreed and Accepted:
HEALTH INTERNATIONAL CORPORATION

By 
Anthony Little, President

By  4/1/89
Anthony Little, President

<u>MARK</u>	<u>DATE</u>	<u>REG. NO</u>
AMERICA'S PERSONAL TRAINER	4/27/99	2,241,665
AMERICA'S PERSONAL TRAINER	3/31/98	2,148,400
TARGET TRAINING	9/26/95	1,921,542
PERMA VID SK	10/25/94	1,860,027