

Tab settings 11-12-99



To the Honorable Commissioner of Patents

101206241

Send original documents or copy thereof.

1. Name of conveying party(ies):

PLAYA-ZUL INTERNATIONAL, INC.

2. Name and address of receiving party(ies)

Name: CONSCIOUS CORPORATION

Internal Address:

Street Address: 355 E. Thousand Oaks Blvd.

City: Thousand Oaks State: CA ZIP: 91360

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State California

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

- Individual(s)
- General Partnership
- Corporation-State California
- 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: 12/19/96

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,738,419

1,183,055

1,956,950

Additional numbers attached? Yes No

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

Name: Ellen S. Rothenberg, Attorney Assistant

Internal Address:

Street Address: 16027 Ventura Blvd., #600

City: Encino State: CA ZIP: 91436

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

11/23/1999 DNGUYEN 00000168 1738419

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 50.00 OP

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.

ELLEN S. ROTHENBERG

Name of Person Signing

Ellen S. Rothenberg
Signature

November 11, 1999

Date

5

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

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

TRADEMARK
REEL: 001991 FRAME: 0878

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re application of:)
)
Trademark: Flojos)
)
Registration Nos.: 1,738,419)
1,183,055)
1,956,950)
)
Filing Dates: 12/08/92)
12/22/81)
2/20/96)
_____)

Honorable Commissioner of
Patents and Trademarks
Washington, D.C. 20231

ASSIGNMENT OF TRADEMARKS

WHEREAS, Playa-zul International, Inc., a corporation organized and existing under the laws of the State of California, with offices at 9235 Brown Deer Road, San Diego, CA 92121 ("Assignor") is using or has used and is the record owner of certain trademarks, service marks, trade names, trademark registrations and trademark applications listed in Annex A (collectively referred to as "the Marks"); and

WHEREAS, Conscious Corporation, a corporation organized and existing under the laws of the State of California, with offices at 2965 E. Hillcrest Drive, Westlake Village, CA 91362 ("Assignee") desires to acquire the Marks, and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, absolutely, irrevocably and forever, all of its right,

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title and interest, whether statutory or at common law, in and to the Marks, together with the goodwill of the business symbolized by them throughout the world, all registrations of the Marks, and all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

IN WITNESS WHEREOF, The CIT Group/Credit Finance, Inc., as attorney-in-fact for Assignor, has caused this Trademark Assignment to be executed and delivered as of this 19th day of December, 1996. A copy of said Power of Attorney is attached to this Assignment as Annex B.

THE CIT GROUP/CREDIT FINANCE, INC.,
pursuant to Power of Attorney

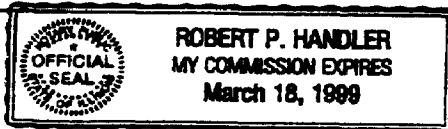
By: Richard A. Simons
Title: Senior V.P.

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On December 17, 1996, before me personally came Richard A. Simons, personally known to me, who being by me duly sworn, did depose and say that s/he is the Senior Vice President of The CIT Group/Credit Finance, Inc., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereby by order of the Board of Directors.

Robert P. Handler
Notary Public

My Commission Expires: 3/18/99



ANNEX A

TO

TRADEMARK ASSIGNMENT

Registration Nos.: 1,738,419
1,183,055
1,956,950

Filing Dates: 12/08/92
12/22/81
2/20/96