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03-14-2000

PTO 1618A



Department of Commerce
Patent and Trademark Office
DEMARK

101288054



02-26-2000

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Patent & TMO/TM Mail Rcpt Dt #57

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy(ies).

SUBMISSION TYPE

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

CONVEYANCE TYPE

Assignment
 Security Agreement
 Merger
 Change of Name
 Other _____
 License
 Nunc Pro Tunc Assign.
Effective Date
Mo. ___ Day ___ Year ___

CONVEYING PARTY

___ Mark if additional names of conveying parties attached
Execution Date:

Name: Florida Academic Enterprises, Inc. Mo. 02 Day 14 Year 2000
Formerly: _____

___ Individual ___ General Partnership ___ Limited Partnership Corporation ___ Association
___ Other _____
 Citizenship/State of Incorporation/Organization A Florida Corporation

RECEIVING PARTY

___ Mark if additional names of receiving party attached

Name: Tutor Time Learning Systems, Inc.

DBA/AKA/TA: _____

Composed of: _____

Address line 1: 521 N.W. 53rd Street,

Address line 2: Suite 450

Address line 3: Boca Raton FL 33487

City State Zip Code

___ Individual ___ General Partnership ___ Limited Partnership ___ If document to be recorded is an
 Corporation ___ Association Assignment and the receiving party is not
domiciled in the U.S., an appointment of
domestic representative should be attached.

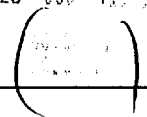
Other _____

Citizenship/State of Incorporation/Organization a Florida Corporation

03/10/2000 DCORLES

FOR OFFICE USE ONLY

1 FC:461
2 FC:462



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

TRADEMARK
REEL: 002033 FRAME: 0295

DOMESTIC REPRESENTATIVE NAME AND ADDRESS

Enter for the first Receiving Party only.

Name: _____
Address line 1: _____
Address line 2: _____
Address line 3: _____

CORRESPONDENT NAME AND ADDRESS

Area Code and Telephone No. 561-625-6575

Name: McHale & Slavin, P.A.
Address line 1: 4440 PGA Blvd.,
Address line 2: Suite 402
Address line 3: Palm Beach Gardens, FL 33410

PAGES: Enter the total number of pages of the attached conveyance document including any attachments. # 4

TRADEMARK APPLICATION NO(s) OR REGISTRATION NO(s) Mark if additional numbers attached

Enter either the Trademark Application or the Registration No. (DO NOT ENTER BOTH nos. for the same property).

Trademark Application No(s).	Registration No(s).
_____	<u>1,844,815</u>
_____	<u>1,899,834</u>
_____	<u>1,997,780</u>

NUMBER OF PROPERTIES

Enter the total number of properties involved. # 3

FEE AMOUNT: Fee amount for Properties Listed (37 CFR 3.41): \$ 120.00

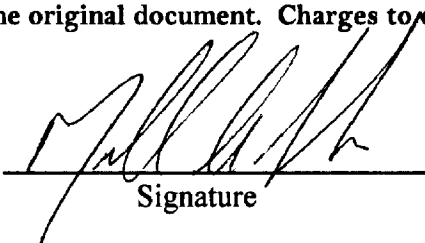
Method of Payment: Enclosed Deposit Account No. 130439

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.

Michael A. Slavin
Name of Person Signing


Signature

2/21/00
Date Signed



02-26-2000

U.S. Patent & TMO/c/TM Mail Rpt Dt. #57

Attorney Docket No. 1540.000

TRADEMARK ASSIGNMENT

D

ASSIGNOR: Florida Academic Enterprises, Inc.
 Status: a Florida Corporation
 Address: 4571 N.W. 31st Street,
 City: Fort Lauderdale State/Zip: FL 33309
 ASSIGNEE: Tutor Time Learning Systems, Inc.
 Status: a Florida Corporation
 Address: 521 N.W. 53rd Street, Suite 450
 City: Boca Raton State/Zip: FL, 33487

TITLE OF TRADEMARK/SERVICE MARK: TUTOR TIME

The Assignor having obtained registration of a Trademark/Service Mark on the United States Principal Register, and the Assignee being desirous of acquiring the same; in consideration of One Dollar (\$1.00) and other good and valuable consideration, the Assignor hereby assigns to the Assignee, including its successors, assigns, heirs, administrators, all of the Assignor's right, title and interest in and to the Trademark/Service Mark including any and all goodwill associated herewith identified herein and to any and all registrations which may evolve therefrom;

The Assignor assigns all of its right, title and interest in and to said Trademark/Service Mark in all foreign countries, and all applications for Trademark/Service Mark in foreign countries and any registrations which may evolve therefrom, including the right to claim International Convention priority; and

The Assignor agrees to execute any papers or perform any acts required to establish, vest or protect the Assignee's rights therein or required by Assignee to obtain said Trademark/Service Mark, without any additional payment therefor, but without any expense to Assignor.

Mark: TUTOR TIME
 U.S. REGISTRATION NUMBER: 1,844,815 REG. DATE: 07/12/94
 U.S. SERIAL NO.: 74/427,573 FILED: 08/23/93

Date: February 14, 2000

Florida Academic Enterprises, Inc.
n/k/a Tutor Time International, Inc.

Mark L. Schiller
Title: Vice President

STATE OF FLORIDA)
) SS
 COUNTY OF PALM BEACH)

Before me this 14th day of February, 2000, personally appeared the above named individual(s), to me known to be the person(s) who are described in, and who executed the foregoing assignment instrument and acknowledge to me that they executed the same of their own free will for the purpose therein expressed.

WITNESS my hand and official seal, this 14th day of February, 2000.

Donna Pile
Notary Public



Personally known ✓
 or Product Identification _____
 Type of Identification Produced _____

TRADEMARK ASSIGNMENT

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ASSIGNEE: Tutor Time Learning Systems, Inc.
Status: a Florida Corporation
Address: 521 N.W. 53rd Street, Suite 450
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TITLE OF TRADEMARK/SERVICE MARK: POOKIE and Design

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The Assignor agrees to execute any papers or perform any acts required to establish, vest or protect the Assignee's rights therein or required by Assignee to obtain said Trademark/Service Mark, without any additional payment therefor, but without any expense to Assignor.

Mark: POOKIE and Design
U.S. REGISTRATION NUMBER: 1,997,780 REG. DATE: 09/03/96
U.S. SERIAL NO.: 74/366,374 FILED: 03/09/93

Date: February 14, 2000

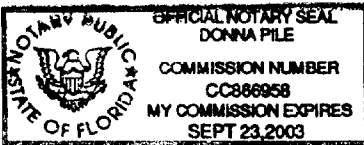
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Notary Public

Personally known ✓
or Product Identification _____
Type of Identification Produced _____

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The Assignor assigns all of its right, title and interest in and to said Trademark/Service Mark in all foreign countries, and all applications for Trademark/Service Mark in foreign countries and any registrations which may evolve therefrom, including the right to claim International Convention priority; and

The Assignor agrees to execute any papers or perform any acts required to establish, vest or protect the Assignee's rights therein or required by Assignee to obtain said Trademark/Service Mark, without any additional payment therefor, but without any expense to Assignor.

Mark: TUTOR TIME
 U.S. REGISTRATION NUMBER: 1,889,834 REG. DATE: 04/18/95
 U.S. SERIAL NO.: 74/427,555 FILED: 08/23/93

Date: February 14, 2000

Florida Academic Enterprises, Inc.
 n/k/a Tutor Time International, Inc.

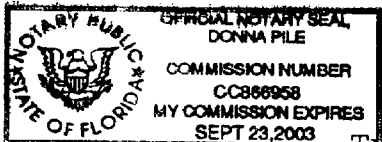
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