

RF

05-24-2000

COVER SHEET ONLY

OMB No. 0651-0011 (exp. 4/94)

05/0

To the Honorable Commissioner of Patents



Attached original documents or copy thereof.

1. Name of conveying party(ies):

101366685

Address of receiving party(ies):

PSI Industries, Inc.

RECEIVED MAY -2 AM 11:01

Name: M GROUP USA, INC

- Individual(s)
- General Partnership
- Corporation-Florida
- Other
- Association
- Limited Partnership

Internal Address: \_\_\_\_\_

Street Address: 3250 Mary Street, Suite 30

Additional name(s) of conveying party(ies) attached?  Yes  No

City: Coconut Grove State: FL Zip: 33133

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation- Florida
- Other

Execution Date: February 2, 2000

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No (Designations must be a separate document from assignee )

Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

75/440,146  
75/552,454

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Name: Joseph W. Bain, Esq.

Internal Address: Quarles & Brady LLP

Street Address: 222 Lakeview Avenue,  
P.O. Box 3188

City: West Palm Beach State: FL Zip: 33402-3188

6. Total number of applications and registrations involved: .....

2

7. Total Fee (37 CFR 3.41) ..... \$65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number

17-0055  
(Attach duplicate copy of this page if paying by deposit account)

05/23/2000 JSHADAZZ 00000119 75440146

DO NOT USE THIS SPACE

01 FC:481  
02 FC:482

40.00 DP  
25.00 DP

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.

Joseph W. Bain  
Name of person signing

Signature

5/2/2000  
Date

6847-6; -2

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

6

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

Express Mail Label:  
EK575128358US

TRADEMARK  
REEL: 002077 FRAME: 0364

# ASSIGNMENT OF INTELLECTUAL PROPERTY RIGHTS

THIS ASSIGNMENT OF INTELLECTUAL PROPERTY RIGHTS ("Assignment") is made and entered into as of <sup>Feb</sup> ~~January~~ 2 2000, by and between PSI INDUSTRIES, INC., a Florida corporation ("Assignor"), whose address is 1160-B South Rogers Circle, Boca Raton, FL 33487-2709, and M GROUP USA, INC., a Florida corporation ("Assignee"), whose address is 3250 Mary Street, Suite 303, Coconut Grove, FL 33133.

## WITNESSETH

WHEREAS, Assignor has adopted and has applied for registration of the trademarks set forth on Exhibit A hereto (collectively, the "Marks") and claims ownership in inventions described and claimed in patent applications set forth on Exhibit B hereto (collectively, the "Patent Applications") under the Serial Numbers set forth opposite each respective Mark; and

WHEREAS, Assignor has agreed to assign to Assignee all of Assignor's right, title and interest in and to the Marks and the Patent Applications, including the goodwill of the business symbolized by the Marks and Assignee has agreed to acquire such rights and goodwill.

NOW, THEREFORE, for ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby conveys, transfers and assigns unto Assignee, all of Assignor's right, title and interest in and to: (a) the Marks, together with the goodwill of Assignor's business symbolized thereby; (b) the Patent Applications, the Inventions disclosed therein and any and all foreign patent rights for the Inventions; (c) the applications for the Marks, together with any registration rights resulting therefrom; (d) all trade names and common law marks used in connection with the Camera Business, including those set forth in Exhibit C hereto; and (e) all claims and causes of action Assignor has or may have in connection therewith.

IN WITNESS WHEREOF, we have hereunto executed this Assignment as of the dates set forth below.

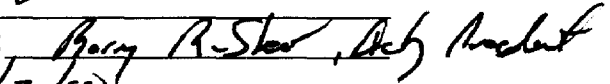
"ASSIGNOR":

PSI INDUSTRIES, INC., a Florida corporation

By: 

Name/Title:

Date: 2/2/00



Express Mail Label:  
EK575128358US

TRADEMARK

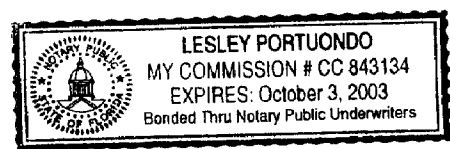
REEL: 002077 FRAME: 0365

STATE OF FLORIDA )  
 )SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me on February 2, 2000, by Barry Shear, as President of PSI INDUSTRIES, INC., who is personally known to me or who produced \_\_\_\_\_ as identification.

My commission expires: \_\_\_\_\_  
Lesley Portuondo  
Notary Public State of North Carolina

**ACCEPTED AND AGREED TO:**



**ASSIGNEE:**  
M GROUP USA, INC., a Florida corporation

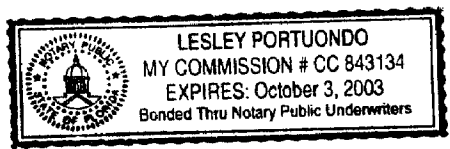
By: [Signature]  
Name/Title: Mont. Weissberg, President  
Date: February 2, 2000

STATE OF FLORIDA )  
 )SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me on February 2, 2000, by Allan Weiselberg, as President of M GROUP USA, INC., who is personally known to me or who produced \_\_\_\_\_ as identification.

My commission expires: \_\_\_\_\_  
Lesley Portuondo  
Notary Public State of Florida

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**EXHIBIT A**  
**Trademarks of PSI Industries, Inc.**

<b>Country</b>	<b>Trademark</b>	<b>Serial No.</b>	<b>Filed</b>	<b>Status</b>
US	SHARP	75/113,670	6/3/1996	Abandoned
US	MESSAGE CAMERA	75/440,146	2/25/1998	Pending
US	SMILETIME	75/552,454	9/14/1998	Abandoned
US	THE MESSAGE CAMERA	75/106,223	5/16/1996	Abandoned
US	SMILETIME	74/655,914	4/4/1995	Abandoned
Canada	MESSAGE CAMERA	089383700	10/20/1998	Pending
Canada	SMILETIME	100850200	3/15/1999	Pending
EC	SMILETIME	1120435	3/23/1999	Published-Pending

# EXHIBIT B

## Patent Applications of PSI Industries, Inc.

Country	Patent Title	Serial No.	Filed	Status
U.S.	High Speed Film Graphic	09/353,176	6/14/99	Will be abandoned by 2/9/2000
U.S.	Single Use Camera	09/198,115	11/23/98	Abandoned as of 1/26/00

**EXHIBIT C**  
**Trade Names and Common Law Marks**

**PSI**

**PSI Industries,**

**Brandon Sales,**

**Photoline Supplies**

**PSI Asia**

**PSI International**

**PS Worldwide**

**Sharp Film, Inc.**

**The PSI logo**