

07-18-2000

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRADEMARKS ONLY 6.19.00

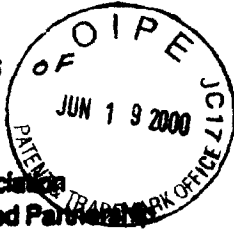


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of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

TOPICLEAR PRODUCTS OF
FLORIDA, INC.



- Individual(s)
- General Partnership
- Corporation-State FLORIDA
- 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: JUNE 7, 2000

2. Name and address of receiving party(ies)

Name: INTERNATIONAL BEAUTY EXCHANGE INC.

Internal Address: _____

Street Address: 1592 N.W. 159th ST.

City: MIAMI State: FL ZIP: 33169

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State FLORIDA
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,951,870

Additional numbers attached? Yes No

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

Name: DONALD L. DENNISON

Internal Address: DENNISON, SCHEINER,
SCHULTZ + WATKINSON
SUITE 612

Street Address: 1745 JEFFERSON
DAVIS HIGHWAY

City: ARLINGTON State: VA ZIP: 22202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

07/17/2000 NTHAI1 00000198 1951870

DO NOT USE THIS SPACE

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.

DONALD L. DENNISON

Name of Person Signing

Signature

June 16, 2000

Date

Total number of pages including cover sheet, attachments, and document: 2

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

ASSIGNMENT OF TRADEMARK

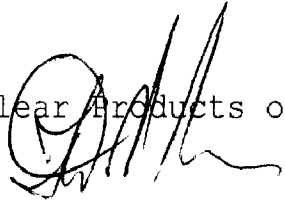
WHEREAS, Topiclear Products of Florida, Inc., a corporation of Florida, having a principal place of business at 1592 N.W. 159th Street, Miami, Florida 33169, has adopted, used and is presently using and owns the trademark SHEILA which is registered in the United States Patent and Trademark Office as, Registration No. 1,951,870, dated, January 23, 1996, which Registration is still in full force and effect, and;

WHEREAS, International Beauty Exchange Inc., a Florida corporation having a principal business address at 1592 N.W. 159th Street, Miami, Florida 33169, is desirous of acquiring said mark and the registration thereof.

NOW, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said Topiclear Products of Florida, Inc., hereby assigns unto the said International Beauty Exchange Inc. all right, title and interest in and to said mark, together with the good will of the business symbolized by the mark, and the above-identified registration thereof.

Dated: 6/7/00

Topiclear Products of Florida, Inc.

By 

Title PRESIDENT