

07-24-2000

VER SHEET



ONLY

6-29-00

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To the Honorable Commission

101412678

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

Phonecard Express, 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: 5/27/98

2. Name and address of receiving party(ies):

Phonecard Express, LLC

Name:

Internal Address:

3595 Sheridan Street, Suite 109

Street Address

City: Hollywood State FL Zip: 33021

Individual(s) citizenship:

Association

General Partnership

Limited Partnership

Corporation State

Other Delaware Limited Liability Company

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):

1,971,962

1,879,214

Additional numbers attached?  Yes  No

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

Terri Branson

Name:

Lewis, Rice & Fingersh, L.C.

Internal Address:

Street Address: 500 N. Broadway, Suite 2000

City: St. Louis State: MO Zip: 63102

City: State: Zip:

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:

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

07/21/2000 NTHA11 00000115 1971962

DO NOT USE THIS SPACE

01 FC:481 40.00 OP  
02 FC:482 25.00 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.

Terri Branson

6/20/00

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet: 1

**ASSIGNMENT OF U.S. TRADEMARKS**


WHEREAS, Phonocard Express, Inc., a Florida corporation having a place of business at 3595 Sheridan Street, Suite 109, Hollywood, Florida 33021 ("Assignor") has adopted, used, or is using the marks identified on the attached Schedule A (the "Marks") and is owner of the registrations and applications thereof; and

WHEREAS, Phonocard Express, LLC, a Delaware limited liability company, having a place of business at 3595 Sheridan Street, Suite 109, Hollywood, Florida 33021 ("Assignee"), desires to obtain all rights in and to the Marks and the registrations and applications thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, transfers, conveys and assigns to Assignee, all right, title and interest throughout the world in and to the Marks, all of the registrations and applications thereof, the right to recover for past infringement and the good will of the business in connection with which they are or have been used.

IN WITNESS WHEREOF, Assignor has caused this document to be executed as of the 27 day of MAY, 1998.

PHONECARD EXPRESS, INC.  
a Florida corporation

By:   
Name: Matt Huttie  
Title: President

**SCHEDULE A**

**REGISTRATIONS**

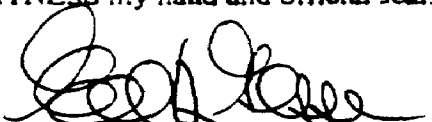
<b>Mark</b>	<b>Registration Number</b>
PHONECARD EXPRESS	1,971,962
CAMPCARD	1,879,214

3757/66390-023 LALIB1/313267 v1

STATE OF FLORIDA )  
COUNTY OF BROWARD )

On MAY 22, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared MAI KUTLER proved to me on the basis of satisfactory evidence to be the person whose name was subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Signature of Notary

(This area for official notarial seal)

