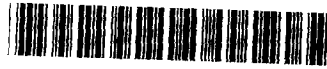


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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Change of Name

Other _____

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Telapex, Inc.

Execution Date
Month Day Year
08252000

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Mississippi

Receiving Party

Mark if additional names of receiving parties attached

Name Telepak, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 125 South Congress Street

Address (line 2) Suite 1100

Address (line 3) Jackson

MS

39201-3304

City

State/Country

Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Mississippi

09/20/2000 RANMED1 00000002 75716484

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

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.

Charles L. McBride, Jr.
Name of Person Signing


Signature

8/28/2000
Date Signed

ASSIGNMENT OF TRADEMARKS

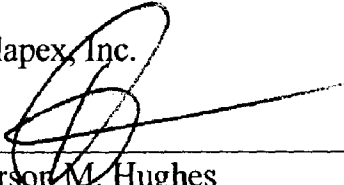
WHEREAS, Telapex, Inc. (the "Assignor") is the owner of record of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks"); and

WHEREAS, Assignor has licensed the Trademarks to its wholly owned subsidiary, Telepak, Inc. ("Telepak") for use in connection with Telepak's business; and

WHEREAS, Assignor now desires to assign all of its right, title and interest in and to the Trademarks to Telepak.

NOW, THEREFORE, for the sum of one dollar (\$1.00) other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby transfer and assign all of its right, title and interest in and to the Trademarks, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. In making this Assignment, Assignor does not make or give any representations or warranties concerning title, ownership or noninfringement.

Telapex, Inc.



Carson M. Hughes
Chief Executive Officer

Dated: August 25, 2000

Schedule A

Trademarks

Cellular South and Design

Registration No. 1,549,516

Original Issue Date: July 25, 1989 (as amended February 1, 2000)

Phones & More Store

Registration No. 1,938,259

Issue Date: November 28, 1995

DigitalMS

Serial No. 75-716,484

Filed: May 27, 1999

Digital Mississippi

Serial No. 75-716,485

Filed: May 27, 1999

BRUNINI, GRANTHAM, GROWER & HEWES, PLLC
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EDMUND L. BRUNINI
(1911-1992)
R. GORDON GRANTHAM
(1912-1986)
JOHN M. GROWER
OF COUNSEL

August 29, 2000

United States Patent and Trademark Office
Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

Gentlemen:

Enclosed is the Recordation Form Cover Sheet and "Assignment of Trademarks" for the following four Trademarks:

Cellular South and Design
Registration No. 1,549,516

Phones & More Store
Registration No. 1,938,259

DigitalMS
Trademark Application No. 75-716,484

Digital Mississippi
Trademark Application No. 75-716-485

These Trademarks are to be assigned by Telapex, Inc. to its subsidiary corporation, Telepak, Inc., effective August 25, 2000. The information noted above is also provided in "Schedule A" attached to the "Assignment of Trademarks."

A check in the amount of \$115.00 is enclosed to cover the assignment charges for the four Trademarks listed.

Should you have any questions, please do not hesitate to call me.

Very truly yours,

Brunini, Grantham, Grower & Hewes, PLLC


Charles L. McBride, Jr.

CLM/gl

Enclosures

cc: Carson M. Hughes
Philip Dev. Claverie, Esq.
Peter A. Fozzard, Esq.
Benjamin Pace
Robert C. Jones

RECORDED: 09/01/2000

TRADEMARK
REEL: 002142 FRAME: 0146