

03-28-2001



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3.9.01

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

CANCELLED

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

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

- Mark if additional names of conveying parties attached
- Name  Execution Date  
Month Day Year
- Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

- Mark if additional names of receiving parties attached
- Name
- DBA/AK/A/T/A
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)     
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

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

**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)               |                      |                      |
|---------------------------------|----------------------|----------------------|--------------------------------------|----------------------|----------------------|
| <input type="text"/>            | <input type="text"/> | <input type="text"/> | <input type="text" value="2269691"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/>            | <input type="text"/> | <input type="text"/> | <input type="text"/>                 | <input type="text"/> | <input type="text"/> |
| <input type="text"/>            | <input type="text"/> | <input type="text"/> | <input type="text"/>                 | <input type="text"/> | <input type="text"/> |

**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:

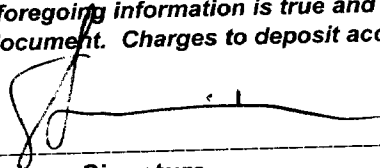
Yes  No

**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.

Santino Antinori, President

Name of Person Signing



Signature

9-5-00

Date Signed

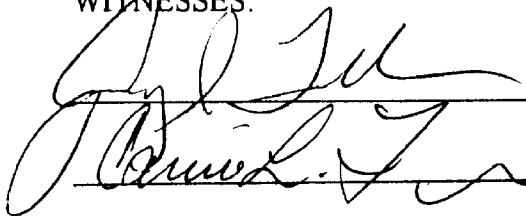
**ASSIGNMENT AND BILL OF SALE**

In consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration paid by **NATURE'S REST, INC.**, a Florida corporation, with an office at 500 South Falkenburg Road, Tampa, Florida ("Nature's Rest") the receipt and sufficiency of which are hereby acknowledged by **AMERICAN BEDDING INDUSTRIES, INC.**, a Florida corporation, with an office at 500 South Falkenburg Road, Tampa, Florida ("American Bedding") and **SANTINO ANTINORI**, with a residence at 4924 St. Croix Drive, West, Tampa, Florida ("Antinori") (collectively "Sellers"), Sellers hereby sell, assign, set over, convey, deliver and transfer to Nature's Rest and its successors and assigns all of Sellers' right, title and interest in and to the Intellectual Property as defined in that certain Intellectual Property Purchase Agreement dated December 23, 1999 by and among American Bedding, Antinori and Nature's Rest (the "Purchase Agreement") including but not limited to the trademark registration listed on Schedule 1 attached hereto and made a part hereof; provided, however, that such assignment and sale is subject to the specific reservation of rights by American Bedding on behalf of itself and all of its affiliates as set forth in the Purchase Agreement.

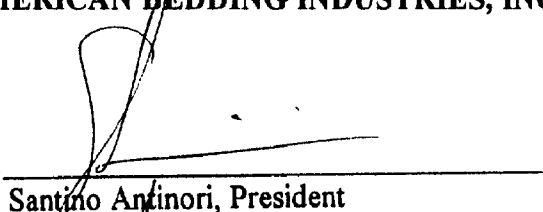
IN WITNESS WHEREOF, the parties have caused this instrument to be executed by its duly authorized officers, effective for all purposes as of the close of business on December 23 1999.

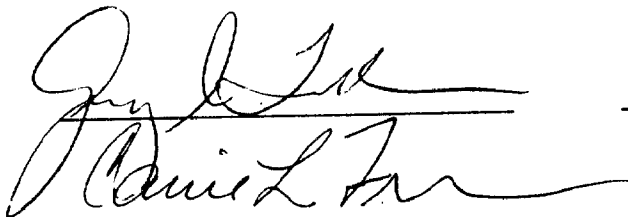
WITNESSES:

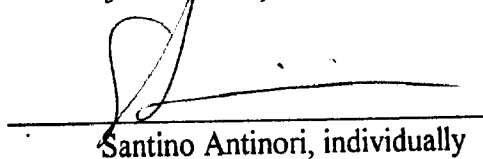
**AMERICAN BEDDING INDUSTRIES, INC.**



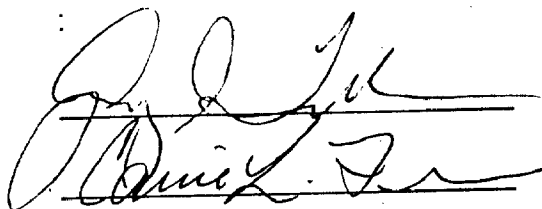
By:

  
Santino Antinori, President



  
Santino Antinori, individually

**NATURE'S REST, INC.**



By:

  
Steven Antinori, President

**SCHEDULE 1**

Trademark registration for Nature's Rest (pseudo name "Natures Best"), Registration No. 2269691,  
reg. date 8/10/99

2.