

04-02-2001



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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

- 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
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
Feb. 27, 2001

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
Feb. 27, 2001

Name

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/AKA/TA

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

TRADEMARK
REEL: 002261 FRAME: 0953

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

561-653-5000

Name

Pablo Meles, Esq.

Address (line 1)

Akerman, Senterfitt & Eidson, P.A.

Address (line 2)

222 Lakeview Avenue, Suite 400

Address (line 3)

P.O. Box 3188

Address (line 4)

West Palm Beach, FL 33402-3188

Pages

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

#

5

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)

75666789

75718457

Number of Properties

Enter the total number of properties involved.

#

Two (2)

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

65.00

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:

#

50-0951

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.

Pablo Meles, Esq.

March 8, 2001

Name of Person Signing

Signature

Date Signed

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS (this "Agreement") is entered into as of February 27, 2001, by and between, **ORIOUS CORP.**, a Florida corporation, as the assignor (the "Assignor"), and **ORIOUS HOLDINGS, INC.** a Florida corporation, as assignee (the "Assignee").

RECITALS

WHEREAS, Assignor has the following registered trademarks and pending application (the "Application") in the United States Patent and Trademark Office:

ORIOUS	Registration No. 2422127
ORIOUS AND DESIGN	Serial No. 75718457

(hereinafter collectively referred to as the "Trademarks");

WHEREAS, Assignee is desirous of acquiring an assignment of all Assignor's rights in the Trademarks and the Application;

WHEREAS, Assignor desires to assign to Assignee all of its rights, title and interest in the Trademarks and the Application;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows:

TERMS OF AGREEMENT

1. Assignment. Assignor does hereby assign unto Assignee all right, title and interest in and to the Trademarks and the Application, without reservation, together with the business symbolized by the Trademarks, all the goodwill of the business symbolized by the Trademarks, and all future interest in the Trademarks.

2. Warranties and Representations. Assignor warrants and represents that: (a) it has good title to the Trademarks, the Application and the registration which will issue from such Application; (b) it has not previously assigned the Trademarks or Application to any third party; (c) neither the Trademarks or the Application assigned is encumbered in any way; (d) it has full right to make the assignment of the Trademarks and the Application to Assignee; (e) it has no knowledge of any infringement by Trademarks on other marks and, to the knowledge of Assignor, there have been no claims threatened, suits initiated or opposition claimed in connection with the use or registration of the Trademarks; (f) it has no knowledge of any infringements on the Trademarks; and (g) it will not acquire an interest in any mark similar to the Trademarks.

3. Benefit. This Agreement shall be binding upon the Assignor, its successors and assigns. This Agreement is for the benefit of all future obligees of the Assignee, its successors and assigns.

4. **Waiver, Modification or Cancellation.** Any waiver, alteration or modification of any of the provisions of this Agreement, or cancellation or replacement of the same, shall not be valid unless made in writing and signed by the parties hereto.

5. **Choice of Law.** The validity of this Agreement or any of its terms, covenants and conditions, as well as the rights and duties of the parties hereunder, shall be interpreted and construed pursuant to and in accordance with the laws of the State of Florida.

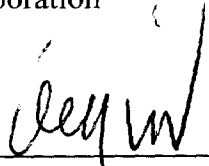
6. **Entire Agreement.** This Agreement contains the entire understanding and agreement of the parties with respect to the subject matter set forth herein, superseding any and all prior agreements, written or oral, between the parties regarding the same subject matter. Each party to this Agreement acknowledges that no representations, inducements, promises or statements (whether oral or written) have been made by any party hereto or anyone acting on behalf of any party hereto which are not embodied herein. Each party agrees that no other agreement, covenant, representation, inducement, promise or statement with respect to the subject matter hereof, if not set forth herein in writing shall be valid or binding.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first written above.

ASSIGNOR:

ORIOUS CORP.
a Florida corporation

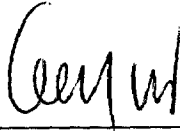
By: _____


Name: William J. Mercurio
Title: Chief Executive Officer

ASSIGNEE:

ORIOUS HOLDINGS, INC.
a Florida corporation

By: _____


Name: William J. Mercurio
Title: Chief Executive Officer



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 11, 2000

CT CORPORATION SYSTEM

The Articles of Incorporation for ORIUS HOLDINGS, INC. were filed on December 11, 2000 and assigned document number P00000113138. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT/UNIFORM BUSINESS REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT/UNIFORM BUSINESS REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT/UNIFORM BUSINESS REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Tracy Smith, Document Specialist
New Filing Section

Letter Number: 600A00062383

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of ORIUS HOLDINGS, INC., a Florida corporation, filed on December 11, 2000, as shown by the records of this office.

The document number of this corporation is P00000113138.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Eleventh day of December, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

TRADEMARK

REEL: 002261 FRAME: 0958

**ARTICLES OF INCORPORATION
OF
ORIOUS HOLDINGS, INC.**

FILED
00 DEC 11 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is **ORIOUS HOLDINGS, INC.** (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: 1401 Forum Way, Suite 400, West Palm Beach, Florida 33401.

**ARTICLE III
PURPOSE**

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares, One Cent (\$0.01) par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is: 1200 S. Pine Island Road, Plantation, Florida 33324. The name of the Corporation's initial registered agent at that office is: CT Corporation System.

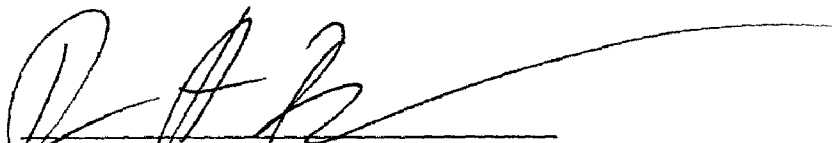
ARTICLE VI
INCORPORATOR

The name and street address of the incorporator of the Corporation is: Donn A. Beloff, 350 East Las Olas Blvd., Ft. Lauderdale, Suite 1600, Florida 33301.

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers or duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of December, 2000.



Donn A. Beloff, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **ORIOUS HOLDINGS, INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 8th day of December, 2000.

CT CORPORATION SYSTEM

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 DEC 11 PM 1:33
FILED

By: _____ *Connie Bryan*

**CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY**