

JUN - 8 2001

06-29-2001



101764834

RECORDATION FORM COVER SHEET I TRADEMARKS ONLY

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

Submission Type

- New 6-8-01
- 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 Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

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/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

06/28/2001 JJALLAH2 00000012 74455039

FOR OFFICE USE ONLY

Adjustment date: 06/28/2001 JJALLAH2

05/09/2001 DBYRNE 00000107 74455039

01 FC:481 -40.00 DP

02 FC:482 -25.00 DP

01 FC:481 40.00 DP
02 FC:482 425.00 DP

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, DC 20231

REEL: 002321 FRAME: 0717

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" value="74/455039"/>	<input type="text" value="74/492620"/>	<input type="text"/>	<input type="text" value="1,883,298"/>	<input type="text" value="1,924,367"/>	<input type="text" value="1,963,593"/>
<input type="text" value="74/455040"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,906,520"/>	<input type="text" value="1,933,043"/>	<input type="text" value="1,974,487"/>
<input type="text" value="74/479946"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,917,569"/>	<input type="text" value="1,938,045"/>	<input type="text" value="2,046,447"/>

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.

David R. Ellis

4/26/01

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

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City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

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Trademark Application Number(s)

Registration Number(s)

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<input type="text"/>	<input type="text"/>	<input type="text"/>

2,072,515	<input type="text"/>	<input type="text"/>
2,073,140	<input type="text"/>	<input type="text"/>
2,138,011	<input type="text"/>	<input type="text"/>
2,151,239	<input type="text"/>	<input type="text"/>
2,279,623	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

TRADEMARK AND SERVICE MARK ASSIGNMENT

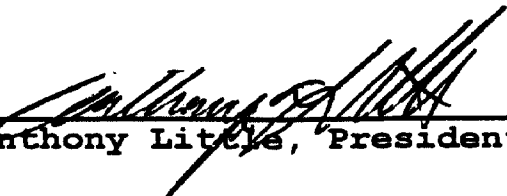
WHEREAS TONY LITTLE ENTERPRISES, INC., a Florida Corporation ("Assignor"), is the owner of certain Trademarks and Service Marks registered in the United States Patent and Trademark Office, as set forth in Exhibit A hereto; and

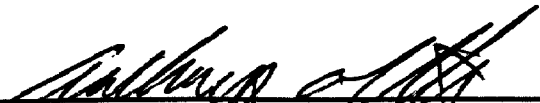
WHEREAS HEALTH INTERNATIONAL CORPORATION, a Florida Corporation located at 409 S. PASADENA AVE., St. Petersburg, Florida 33707 ("Assignee"), is desirous of acquiring said Marks and related good will;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign, transfer and convey to Assignee all right, title and interest in and to the said Marks, together with the good will of the business connected with the use of and symbolized by the said Marks and with the above-referenced registrations thereof.

FURTHER, Assignor agrees to take all actions and cooperate as necessary to protect the Marks and further agrees to execute any documents that might be necessary to perfect Assignee's ownership and registration of the Marks.

TONY LITTLE ENTERPRISES, INC. Agreed and Accepted:
HEALTH INTERNATIONAL CORPORATION

By 
Anthony Little, President

By 
Anthony Little, President

Date 4-23-01

Date 4-23-01

EXHIBIT A

Registrations

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
TONY LITTLE'S	1,883,298	March 14, 1995
HOME FITNESS DIGEST	1,906,520	July 18, 1995
AMERICA'S PERSONAL TRAINER	1,917,569	September 12, 1995
WONDER BALL	1,924,367	October 3, 1995
WONDER BALL	1,933,043	November 7, 1995
WALL OF SUCCESS	1,938,045	November 28, 1995
ONE-ON-ONE TRAINER	1,963,593	March 19, 1996
TONY LITTLE'S ONE-ON- ONE WEIGHT LOSS SYSTEM	1,974,487	May 21, 1996
PRIVATE SESSION	2,046,447	March 18, 97
FAT ATTACK	2,072,515	June 17, 1997
METATRIM	2,073,140	June 24, 1997
SUPER MODEL SERIES	2,138,011	February 17, 1998
AIR TRAC	2,151,239	April 14, 1998
TONY LITTLE'S PRIVATE TRAINER	2,279,623	September 21, 1999

Applications

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
PERSONAL TRAINER VIDEO	74/455039	November 8, 1993
PERSONAL TRAINER VIDEO and Design	74/455040	November 8, 1993
AMERICA'S PERSONAL TRAINER and Design	74/479946	January 18, 1994
AMERICA'S PERSONAL TRAINER	74/492620	February 14, 1994