

FORM PTO-1618A
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7/10/01

07-18-2001



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

JUL 10

**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
12212000

Conveying Party(ies)

Mark if additional names of conveying parties attached

Name Medi-Cell Laboratories, Inc.

Execution Date
Month Day Year
07052001

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization Texas

Receiving Party

Mark if additional names of receiving parties attached

Name Marketing Systems of America Inc.

DBA/AKA/TA

Composed of

Address (line 1) 219 South Dixie Highway

Address (line 2)

Address (line 3) West Palm Beach
City

FL
State/Country

33401
Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

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.*)

Citizenship/State of Incorporation/Organization Delaware

07/17/2001

DBYRNE 00000249 75433075

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
150.00 OP

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

"EXPRESS MAIL" Mailing No. EL749338835US

Date of Receipt TRADEMARK

REEL: 002330 FRAME: 0175

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="75433075"/>	<input type="text" value="75433076"/>	<input type="text" value="75433077"/>	<input type="text" value="2287783"/>	<input type="text" value="2297908"/>	<input type="text" value="2250649"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2334778"/>	<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.

Tina D. Kourasis
Name of Person Signing



Signature

July 10, 2001
Date Signed

**UNITED STATES TRADEMARK ASSIGNMENT
NUNC PRO TUNC**

THIS ASSIGNMENT, is effective this 21st day of December, 2000, by and between Medi-Cell Laboratories, Inc. ("Assignor"), a corporation organized under the laws of the State of Texas, located and doing business at 5750 North Riverside Drive, Fort Worth, Texas 76137, and Marketing Systems of America Inc., a corporation organized under the laws of the State of Delaware, located and doing business at 219 South Dixie Highway, West Palm Beach, Florida 33401.

WHEREAS, Assignor is the owner of and has adopted, used and is using the trademarks listed in Schedule A attached hereto and made a part hereof for some of which registrations had been granted in the United States Patent and Trademark Office ("the Marks"); and

WHEREAS, Assignee wishes to acquire Assignor's right, title and interest in and to the Marks together with the goodwill of the business in connection with which the Marks are used; and

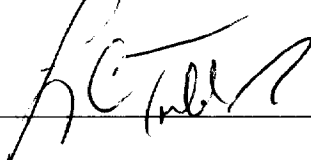
WHEREAS, Assignor wishes to assign its right, title and interest in and to the Marks together with the goodwill of the business in connection with which the Marks are used to Assignee.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, grant, assign, transfer, convey and deliver to Assignee all of its right, title and interest in and to the Marks and the registrations thereof, together with the goodwill of the business in connection with which the Marks are used and with the right to recover damages and profits and all other remedies for past infringements thereof.

Assignor authorizes and requests the Commissioner of Patents and Trademarks to record Assignee as the owner of the entire right, title and interest in and to the Marks, for the sole use and enjoyment of Assignee, its successors, assigns or other legal representatives.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be signed and executed by its duly authorized officer as of the date and year above written.

MEDI-CELL LABORATORIES, INC.

By:  _____

Name: L.C. Tubb

Title: Chairman

SCHEDULE A

MARK	REG. NO.
AGE LIFT FACIAL CONCENTRATE	2,287,783
AGE LIFT MOISTURIZER	2,297,908
HYDROX-C	2,250,649
RAPID RESTORATION	2,334,778

MARK	APPLN. NO.
HYDROX-SEA	75/433075
HYDROX-E	75/433076
HYDROX-A	75/433077

COMMON LAW

MEDI-CELL