

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 (212) 697-3750

Name David B. Kirschstein

Address (line 1) Kirschstein, Ottinger, Israel & Schiffmiller, P.C.

Address (line 2) 489 Fifth Avenue, 17th Floor

Address (line 3) New York, New York 10017-6105

Address (line 4)

Pages

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

1

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)

1,907,025 - CHANGES

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment:

Enclosed (X)

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 (X)

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 B. Kirschstein
Name of Person Signing


Signature

Sept 6, 2001
Date

ASSIGNMENT

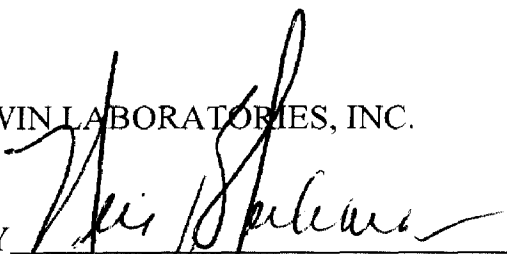
WHEREAS, TWIN LABORATORIES, INC., a corporation organized and existing under the laws of the State of Utah, located and doing business at 2120 Smithtown Avenue, Ronkonkoma, New York 11779, is the owner of United States Trademark Registration No. 1,907,025 dated July 25, 1995 for the mark CHANGES; and

WHEREAS, CHANGES INTERNATIONAL, INC., a corporation organized and existing under the laws of the State of Florida, located and doing business at 1501 Northpoint Parkway, West Palm Beach, Florida 33407, is desirous of acquiring said mark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration receipt of which is hereby acknowledged, said TWIN LABORATORIES, INC. does hereby assign unto the said CHANGES INTERNATIONAL, INC. all right, title and interest in and to the said mark together with the good will of the business symbolized by said mark and the registration thereof.

Dated: August 14, 2001

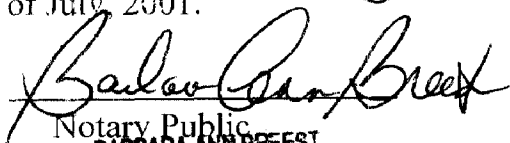
TWIN LABORATORIES, INC.

BY 

Name: Neil Blechman

Title: Executive Vice President

Sworn to and subscribed before me this 15 day August of July, 2001.



Notary Public
BARBARA ANN BREEST
NOTARY PUBLIC, State of New York
Suffolk County No. 4856120
Commission Expires September 11, 2001