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Form PTO-1594

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COVER SHEET ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

ACCOUNTING PRINCIPALS LTD.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: November 9, 2001

2. Name and address of receiving party(ies)

Name: MPS IP Services Corp.

Internal Address:

Street Address: 1 Independent Drive

City: Jacksonville State: FL Zip: 32202

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Florida
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/578,128

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed

Name: Thomas C. Saitta

Internal Address:

Law Office of Thomas C. Saitta

Street Address: 6821 Southpoint Dr. North

Suite 203

City Jacksonville State FL

Zip 32216

8. Deposit account number:

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Thomas C. Saitta

Name of Person Signing

Signature

11/14/01

Date

Total number of pages including cover sheet, attachments, and document: 2

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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:481

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TRADEMARK
REEL: 002438 FRAME: 0468

1.23.02

ASSIGNMENT OF TRADEMARK

U.S. APPLICATION SERIAL NO. 75/578,128

Whereas Accounting Principals Ltd., a partnership comprised of the general partners Modis GP, Inc. and Modis LP-2, Inc., hereinafter Assignor, with principal business offices at 1 Independent Dr., Jacksonville, FL 32202, is the exclusive owner of all rights, title and interest in the mark:

MANAGEMENT PRINCIPALS, an application for registration thereof having been filed with the United States Patent and Trademark Office on October 23, 1998, and assigned serial no. 75/578,128, said application currently pending, with an Amendment to Allege Use having been filed March 27, 2001;

Whereas MPS IP Services Corp., hereinafter Assignee, with principal business offices at 1 Independent Dr., Jacksonville, FL 32202, is desirous of acquiring said mark and the registration thereof:

Now therefore for Ten (\$10.00) Dollars and other good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all rights, title and interest in and to the said mark, together with the good will of the business symbolized by the marks and the registration resulting from the above identified application.

Accounting Principals Ltd.

by: Marc M. Mayo
Marc M. Mayo
Sec. of General Partner Modis GP, Inc. and
Sec. of General Partner Modis LP-2, Inc.

State of Florida
County of Duval

On this 9th day of November, 2001, personally before me came Marc M. Mayo, known personally to me or properly identified to me, and known to me to be the person described in and who signed the annexed assignment, and being duly sworn, acknowledged that he executed the same on behalf of the identified corporation with authority to do so.

Karen E. Cole
Notary Public



Karen E. Cole
MY COMMISSION # CC684304 EXPIRES
January 27, 2002
BONDED THRU TROY FAJN INSURANCE, INC