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U.S. Patent & TMO/TM Mail Rcpt Dt. #74

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To the Honorable Commissioner of Patents and

1. Name of conveying party(ies):

Classic Titles System S.R.L.

1-31-02

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

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

2. Name and address.

Name: Titlex, Inc.

Internal Address:

Mailing Address: 723 South Casino Center Boulevard
2nd Floor
Las Vegas, NV 89101-6712

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation- Nevada
- 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

3. Nature of conveyance:

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

Execution Date: October 8, 2001

4. Application number(s) or registration number(s): 1

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,165,430

Additional numbers attached? Yes No

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

Name: Molly Buck Richard

Internal Address: Strasburger & Price, L.L.P.

Street Address: 901 Main Street, Suite 4300

City: Dallas State: TX ZIP: 75202

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

8. Deposit account number: 19-4547

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

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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.*

Molly Buck Richard

January 31, 2002

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 6

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

DESIGNATION OF DOMESTIC REPRESENTATIVE

Mark: SOFTITLER


Registration no.: 2,165,430

Assignee: Titlex, Inc.

STRASBURGER & PRICE, whose postal address is 901 Main Street, Suite 4300, Dallas, Texas, U.S.A. 75202 is hereby designated assignee's representative upon whom notice or process in proceedings effecting the marks may be served.

Date: 5 October 2001

by:


Executive Vice President

Assignee: Titlex, Inc.

ASSIGNMENT OF TRADE-MARK

UNITED STATES OF AMERICA

WHEREAS, Classic Titles System S.R.L. (hereinafter referred to as the "Assignor") of Via del Campuccio 72, 50125 Florence, Italy, has adopted, used and has been using the trade-mark SOFTITLER, registered by the U.S. Patent and Trademark Office on June 16, 1998 under no. 2,165,430 (hereinafter the "Trade-Mark");

AND WHEREAS, Titlex, Inc. (hereinafter referred to as the "Assignee") having a place of business or office at 723 South Casino Center Boulevard, 2nd Floor, Las Vegas, NV, 89101-6712, United States of America, is desirous of acquiring the said Trade-Mark;

NOW THEREFORE, in consideration of the sum of one dollar (\$1.00) Canadian and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby confirms that it did, on January 15, 2000 sell, assign and transfer unto Assignee all of its right, title and interest in and to the Trade-Mark, together with the goodwill of the business symbolized by the mark and the registration thereof.

EXECUTED at Washington, D.C. this 8th day of OCTOBER, 2001.

CLASSIC TITLES SYSTEM S.R.L.

By: Terry Marion Fowler

Name: TERRY MARION FOWLER

Title: PRESIDENT

(640719)