

04-16-2002

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FINANCE SECTION

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

1. Name of conveying party(ies):
Direct Sales International, L.P.
(Georgia LP)
Additional name(s) of conveying party(ies) attached? Yes No
3:27.02

2. Name and address of receiving party(ies):
Name: Direct Sales International, Inc. (DE Corp.)
Internal Address:

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: January 28, 2000

Street Address: 2550 Heritage Court, Ste. 106
City: Atlanta State: Georgia
ZIP: 30339
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s)
If this document is being filed together with a new application, the execution date of the application is _____
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
2,242,216 MEDIA OUTSOURCING
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
BROWN RAYSMAN MILLSTEIN FELDER & STEINER LLP
900 Third Avenue
New York, New York 10022
(212) 895-2000

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41):..... \$ 40.00
 Check enclosed
 Authorized to be charged to deposit account
8. Deposit account number: 02-4270
(Attach duplicate copy of this page by deposit account)
Please charge any additional fees required, or credit any overpayment, to the above 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
Susan C. Shin, Esq. *[Signature]* 3/19/02
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments and document: 2
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

04/15/2002 BYRNE 00000122 024270 2242216
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TRADEMARK ASSIGNMENT

WHEREAS, DIRECT SALES INTERNATIONAL, L.P. (the AASSIGNOR@), a Georgia limited partnership, is the owner of the registered United States Trademark, Registration No. 2,242,216 for the mark "MEDIA OUTSOURCING" (the "Mark"); and

WHEREAS, DIRECT SALES INTERNATIONAL, INC., a Delaware Corporation (the AASSIGNEE@), is desirous of acquiring the entire right, title to and interest in said mark "MEDIA OUTSOURCING";

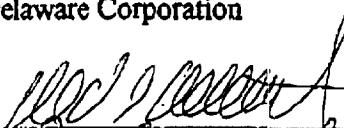
NOW THEREFORE, for sufficient, good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR does hereby sell, assign, and transfer unto ASSIGNEE its entire right, title to and interest in said Mark, including that part of the goodwill of the business of the Assignor connected with the use of and symbolized by the Mark, and further including the right to apply for trademark and service mark registrations thereon in foreign countries, said Mark to be held and enjoyed by ASSIGNEE as entirely as the same would have been held by ASSIGNOR had this sale, assignment, and transfer not been made; and ASSIGNOR does hereby further agree and promise to execute all instruments and render all such assistance as ASSIGNEE may reasonably request in order to (i) make and prosecute any and all applications on said Mark, (ii) enforce any and all trademark and service mark registrations on said Mark, and (iii) confirm in ASSIGNEE legal title to said Mark and all applications and trademark and service mark registrations on said Mark, all at no expense to ASSIGNOR.

Executed this 28th day of January, 2000.

DIRECT SALES INTERNATIONAL, L.P.
A Georgia Limited Partnership
By: Direct Sales, Inc., as general partner

By: 
Richard L. Prochnow, Chief Executive Officer

DIRECT SALES INTERNATIONAL, INC.
A Delaware Corporation

By: 
Title: president

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TROOP STEUBER PASICH REDDICK & TOBEY, LLP

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