

01-15-2003



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please refer to attached original document or copy thereof.

1. Name of conveying party(ies):

Primary Investments Group Limited

1-10-03

- Individual(s)
- General Partnership
- Corporation - British Virgin Islands
- Other
- Association
- Limited Partnership

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

2. Name and Address of receiving party(ies):

Name: Invin Naturals

Internal Address: _____

Street Address: 5310 Beethoven Street
Los Angeles, California 90086

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Liability 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
- Change of Name
- Merger

Execution Date: April 11, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,970,032

Additional numbers attached?

Additional numbers attached? No

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

Name: Thomas W. Cook, Esq.

Internal Address: _____

Street Address: P.O. Box 1989

3030 Bridgeway, Suite 425

City: Sausalito

State: California Zip: 94965

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: _____

(Attached 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 W. Cook
Name of Person Signing

[Signature]
Signature

January 3, 2003
Date

Total number of pages comprising cover sheet: 1

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
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TRADEMARK ASSIGNMENT

WHEREAS Primary Investments Group Limited, a corporation organized and existing under the laws of the British Virgin Islands, having its mailing address at TrustNet Limited, P.O. Box 3444 Road Town, Tortola, British Virgin Islands ("Assignor"), in connection with its business, owns the trademark:



(the "Mark") registered with the United States Patent and Trademark Office under Registration Number 1,970,032, and has continuously used the Mark in commerce, in connection with the goods identified in Registration Number 1,970,032.

WHEREAS Irwin Naturals, a corporation organized and existing under the laws of the State of Nevada, having its business address at 5310 Beethoven Street, Los Angeles, California, 90066, United States of America ("Assignee"), is desirous of acquiring all of the business of Assignor symbolized by the Mark, as its successor in such business, and is desirous of acquiring the Mark, in conjunction with the acquisition of such business, and use the Mark in commerce, in connection with the goods identified in Registration Number 1,970,032.

NOW, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does, in connection with the sale of its entire ongoing and existing business to which the Mark therein pertains, hereby assigns unto said Assignee, all right, title, and interest in, and to the Mark, together with the good will of the business symbolized by the Mark, and the above-identified Registration Number 1,970,032.

This assignment is effective on the date first set forth below.

Primary Investments Group Limited

Dated: April 11, 2002

[Handwritten Signature]

Klee Irwin
Director

NOTARIAL ACKNOWLEDGMENT

United States of America)
State of California) SS.
County of Los Angeles)

On this 31st day of December, 2002, before me the undersigned, a Notary Public for the State of California, personally appeared Klee Irwin, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

[Handwritten Signature]
Notary Public

(seal)

