

06-04-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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): Southeast Fire Sprinklers, Inc. b-2-03
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Southeast Fire Protection, LLC
Internal Address: (f/k/a SEFP Acquisition, LLC)
Street Address: 3017 Vernon Road, Suite 100
City: Richmond State: VA Zip: 23228
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other Limited Liability Corporation (FL)
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 Merger
Security Agreement Change of Name
Other
Execution Date:

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2,461,811
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: David E. Smith, Esquire
Internal Address:
Street Address: 11 South Twelfth Street
4th Floor
City: Richmond State: VA Zip: 23219

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:

DO NOT USE THIS SPACE

9. Signature.
David E. Smith
Signature
May 27, 2003
Date

06/04/2003 DBYRNE 00000021 2461811

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

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

TRADEMARK REEL: 002744 FRAME: 0393

Assignment of Registered Servicemark Agreement

This ASSIGNMENT OF REGISTERED SERVICEMARK AGREEMENT ("Agreement") is made as of the 30th day of April, 2003, by and between SOUTHEAST FIRE SPRINKLERS, INC., a Florida corporation (the "Assignor"), and SEFP ACQUISITION, LLC, a Florida limited liability company (the "Assignee"), and provides as follows:

RECITALS

A. Assignor has adopted and currently is using the servicemark "Southeast Fire Sprinklers, Inc." and associated design (the "Mark") that has been registered with the United States Patent and Trademark Office pursuant to Registration No. 2,461,811 issued on June 19, 2001; and

B. Assignee and Assignor are parties to that certain Asset Purchase Agreement dated as of April 30, 2003 (the "Purchase Agreement"), pursuant to which Assignor has agreed to sell to Assignee and Assignee has agreed to buy from Assignor the Assets (as defined in the Purchase Agreement), including without limitation the servicemarks, trademarks and trade names of Assignor. Pursuant to the Purchase Agreement, Assignor has agreed to execute such instruments as the Assignee may reasonably request in order to more effectively assign, transfer, grant, convey, assure and confirm to Assignee and its successors and assigns, or to aid and assist in the collection of or reducing to possession by the Assignee of, all of such assets.

C. In accordance therewith, Assignor desires to transfer and assign to Assignee, and Assignee desires to accept the transfer and assignment of, all of Assignor's worldwide right, title and interest in, to and under Assignor's registered Mark that is attached hereto as **Exhibit A** and incorporated herein by reference.

NOW, THEREFORE, Assignor, for and in exchange for the payment of the purchase price set forth in the Agreement, the receipt and sufficiency of which is hereby acknowledged, the parties further agree as follows:

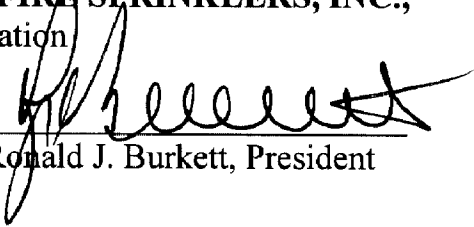
1. Assignor does hereby transfer and assign to Assignee, and Assignee hereby accepts the transfer and assignment of, all of Assignor's worldwide right, title and interest in, to and under the Mark, together with the goodwill of the business associated therewith and which is symbolized thereby, all rights to sue for infringement of the Mark, whether arising prior to or subsequent to the date of this Agreement, and any and all renewals and extensions thereof that may hereafter be secured under the laws now or hereafter in effect in the United States, Canada and in any other jurisdiction, the same to be held and enjoyed by the said Assignee, its successors and assigns from and after the date hereof as fully and entirely as the same would have been held and enjoyed by the said Assignor had this Agreement not been made. This assignment and transfer of the Mark by Assignor to Assignee shall be effective as of April 30, 2003.

2. Except to the extent that federal law preempts state law with respect to the matters covered hereby, this Agreement shall be governed by and construed in accordance with the laws of the State of Florida without giving effect to the principles of conflicts of laws thereof.

IN WITNESS WHEREOF, Assignor has caused its duly authorized officer to execute this Assignment of Registered Servicemark Agreement as of the date first above written.

ASSIGNOR:

SOUTHEAST FIRE SPRINKLERS, INC.,
a Florida corporation

By: 
Ronald J. Burkett, President

[SEAL]

State of Virginia)
) ss.:
City of Richmond)

On this 30th day of April, 2003, before me, Ronald J. Burkett as President of Southeast Fire Sprinklers, Inc., personally appeared and proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.


Notary Public

4/30/03
Date

My appointment expires: May 31, 2004

State of Florida



Department of State

I certify the attached is a true and correct copy of Certificate of Amendment, filed on May 1, 2003 effective May 1, 2003, to the Articles of Organization for SEFP ACQUISITION, LLC which changed its name to SOUTHEAST FIRE PROTECTION, LLC, a Florida limited liability company, as shown by the records of this office.

The document number of this limited liability company is L03000009973.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Thirteenth day of May, 2003



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SEFP ACQUISITION, LLC**

THIS IS TO CERTIFY THAT:

FIRST: This Article amends the Articles of Organization of SEFP Acquisition, LLC.

SECOND: The Articles of Organization were filed with the Florida Department of State on March 18, 2003.

THIRD: Article I of the Articles of Organization previously provided as follows:

The name of the limited liability company shall be SEFP Acquisition, LLC (the "Company").

FOURTH: Article I of the Articles of Organization, as amended, shall read as follows:

The name of the limited liability company shall be Southeast Fire Protection, LLC (the "Company").

FIFTH: These Articles of Amendment shall be effective as of May 1, 2003.

IN WITNESS WHEREOF, these Articles of Amendment have been duly executed and is being filed in accordance with Section 608.441, Florida Statutes, as of this 1st day of May, 2003.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 MAY - 1 11:00:34

John P. Greeley, Authorized Person

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of May, 2003, by John P. Greeley, as authorized person.

Eunice R. White

Printed Name: Eunice R. White

Notary Public, State of Florida



Eunice R. White
MY COMMISSION # DD041310 EXPIRES
October 28, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Personally Known or Produced Identification

Type of Identification Produced _____

EFFECTIVE DATE
5/1/03